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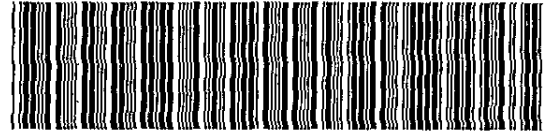
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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04/16/04--01018--018 **78.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
04 MAY 13 PM 1:57

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: _____

High Notes Limited Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00 Filing Fee
☒ \$78.75 Filing Fee & Certificate of Status

☐ \$78.75 Filing Fee & Certified Copy
☐ \$87.50 Filing Fee, Certified Copy & Certificate of Status

ADDITIONAL COPY REQUIRED

FROM: _____

BARBARA Marshall
Name (Printed or typed)

6917 NW Dorothy Street
Address

Port St. Lucie FL. 34983
City, State & Zip

772-340-0608 / 772-528-7427
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 21, 2004

BARBARA MARSHALL
6917 NW DOROTHY STREET
PORT ST. LUCIE, FL 34983

SUBJECT: HIGHNOTES LIMITED INC.
Ref. Number: W04000015451

We have received your document for HIGHNOTES LIMITED INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

If you have any further questions concerning your document, please call (850) 245-6067.

Neysa Culligan
Document Specialist
New Filings Section

Letter Number: 704A00026465

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 MAY 13 PM 1:57

ARTICLES OF INCORPORATION

OF

HighNotes Limited

INC.

The undersigned subscriber to these Articles of Incorporation is a natural person competent contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is **HighNotes Limited Inc.**, (herinafter, "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPLE OFFICE

The address of the principle office of this Corporation is 6917 NW Dorothy St, Port St. Lucie, Florida 34983 and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

Barbara Marshall
6917 NW Dorothy St
Port St. Lucie, Florida 34983

ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President: Barbara Marshall
Secretary/Treasurer Barbara Marshall
Vice President: Mike James

whose addresses shall be the same as the principle office of the Corporation.

ARTICLES 6 - DIRECTORIES

The Director(s) of this Corporation shall be:

Barbara Marshall

Mike James

whose addresses shall be the same as the principle office of the Corporation.

ARTICLE 7 . CORPORARATION CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAD (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Directors(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 8 - SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE 9 - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 10 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 11 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 12 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 13 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is ^{In}HighNotes Limited, located at 6917 NW Dorothy St, Port St Lucie, Florida 34983. The name and address of the registered agent of this Corporation is HighNotes Limited, 6917 NW Dorothy St, Port St Lucie, Florida 34983. BARBARA Marshall

ARTICLE 14 - BYLAWS

The Board of Director(s) of this Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or appeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of Bylaws.

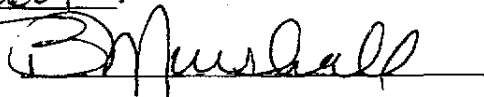
ARTICLE 15 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 16 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these of Incorporation or to any amendment hereto, in any matter now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 31st Day April 2004.

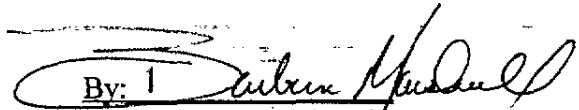


Barbara Marshall, Incorporator

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN ARTICLES OF
INCORPORATION

Barbara Marshall, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and the foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

Barbara Marshall


By: 1
Barbara Marshall, President

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