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CLERK OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

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

SUBJECT: _____

MAROBEE, 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: _____

NAOMI P. COOPER

Name (Printed or typed)

5886 DAHLIA DRIVE

Address

ORLANDO, FLORIDA 32807

City, State & Zip

407 925-3858

Daytime Telephone number

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

ARTICLES OF INCORPORATION

of

"MAROBE, INC."

FILED

06 JUN -1 PM 4: 01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby adopts the following Certificate of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation of a corporation for profit, with powers, rights, privileges and immunities hereinafter mentioned, and do hereby make, subscribe and acknowledge and file with the Secretary of the State of Florida this Certificate of Incorporation and to that end, by this Certificate, do set forth:

ARTICLE I

The name of this corporation (hereinafter called the "Corporation") is Marobe, Inc.

ARTICLE II

The principal office of the Corporation shall be in the County of Orange, more particularly, 5886 Dahlia Drive, Orlando, Florida 32807.

ARTICLE III

SECTION 1. The maximum number of shares of Common Stock that the Corporation is authorized to have outstanding at any one time is One Hundred (100) with a par value of \$1.00.

SECTION 2. The Board of Directors may determine at the time of issuance of any shares of Common Stock of the Corporation issued for cash, or within sixty (60) days after the issuance of said shares of the Corporation's Common Stock issued for property other than cash, what part of the consideration as may be received in excess of the part thereof which shall be determined to be capital, as aforesaid shall be surplus or net assets in excess of cash.

SECTION 3. All holders of Common Stock are entitled to vote on all questions required by law on the bases of one vote per share. All holders of Common Stock shall have preemptive rights to purchase the Corporation's securities.

SECTION 4. (a) Every holder of shares in the Corporation shall be entitled to have a certificate representing all shares to which he or she is entitled; and such certificate shall be signed by the president and the secretary or an assistant secretary of the Corporation and may be sealed with the seal of the Corporation or a facsimile thereof. The signature of the president or vice president and the secretary or assistant secretary may be facsimiles if the certificate is manually signed on behalf of a transfer agent or a registrar other than the Corporation itself or an employee of the Corporation. In case any officer who signed, or officer before such certificate is issued, it may be issued by the Corporation with the same effect as if he were such officer at the date of issuance.

(b) Every certificate representing shares which are restricted as to the sale, disposition, or other transfer of such shares shall state that such shares are restricted as to transfer and shall set forth or fairly summarize upon the certificate, or shall state that the Corporation will furnish to any holders of Common Stock, upon request and without charge, a full statement of such restrictions.

ARTICLE IV

The registered agent of this Corporation shall be Naomi Cooper and the registered office shall be located at 5886 Dahlia Dr, Orlando, Florida 32807.

ARTICLE V

The name and address of the incorporator of this Corporation is: Naomi Cooper, 5886 Dahlia Dr., Orlando, Florida 32807.

ARTICLE VI

SECTION 1. The general nature of the business and the objects and purposes to be transacted and carried on are to do any and all things allowed and permitted to be done by corporations under the Statutes of the State of Florida, and to do any and all things hereinafter mentioned as fully and to the same extent as natural persons might or could do.

SECTION 2. Generally, to make and perform contracts of any kind and description, and for the purpose of attaining any of the objects of the Corporation, to do and perform any other act or things, and to exercise any and all powers which a partnership or natural person could do and exercise, and which are now, or hereafter may be authorized by law, and generally do and perform any and all things necessary or incidental to the performing or carrying out of the powers hereinabove specifically delegated or implied.

SECTION 3. To do and perform all other acts and things which may be necessary or desirable in carrying out the full intents and purposes of this Corporation whether of not such business is similar in nature to the objects enumerated in its Certificate of Incorporation.

SECTION 4. To make By-Laws not inconsistent with the laws of this state for the administration of the business and interests of the Corporation.

SECTION 5. To exercise the powers conferred upon corporations by the Statutes of Florida.

SECTION 6. This Corporation is organized under the provisions of Chapter 607, Florida Statutes, commonly known as the "Florida Business Corporation Act (1989)."

ARTICLE VII

SECTION 1. (a) The Corporation shall have the right to purchase, take, receive or otherwise acquire, hold, own, pledge, grant a security interest in, transfer, or otherwise dispose of its own shares, but purchases of its own shares, whether direct or indirect, shall be made only to the extent of unreserved and unrestricted surplus.

(b) The Corporation shall have the preemptive right to repurchase the shares of Common Stock held by an individual at the time of his or her death. All shares of Common Stock not repurchased by the then existing holders of the Corporation's Common Stock.

ARTICLE VIII

The amount of capital stock with which this Corporation shall begin business shall be the sum of One Hundred Dollars (\$100.00).

ARTICLE IX

This Corporation shall have perpetual existence. The existence of this Corporation shall commence as of the filing of the Articles of Incorporation.

ARTICLE X

The number of directors on the first Board of Directors of this Corporation shall be two (2) Directors may be holders of Common Stock. In case of a vacancy in the Board of Directors for any reason, the remaining members of the Board, or if none exist, the stockholders may elect directors to fill such vacancy or vacancies. The Board of Directors may increase the number of directors, but the number of directors shall never be less than one (1).

ARTICLE XI

The names and addresses of the Board of Directors of this Corporation are as follows:

- | | | | |
|----|------------------------|----|------------------------|
| 1) | Naomi P. Cooper | 2) | Linda R. Jones |
| | 5886 Dahlia Dr | | 116 Japonica St. |
| | Orlando, Florida 32807 | | Orlando, Florida 32807 |

Said Director shall hold office until successors are elected and qualified.

ARTICLE XII

The executive officers of this Corporation shall be President, a Vice President, Treasurer and Secretary. All officers may be directors.

The Corporation may also have such other officers and agents as may be deemed necessary, and all such officers and agents shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed in the By-Laws, or as determined by the Board of Directors.

ARTICLE XIII

The Corporation shall have the power to indemnify, to the full extent permitted by the Laws of Florida, any incorporator, and officer, director, employee or agent of the Corporation, or any former officer, director, employee or agent of the Corporation, or any person, who at the request of the Corporation, is or was serving as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE XIV

The name(s) and address(es) of the person(s) who shall serve as officers of the Corporation until the first annual meeting or as otherwise provided for in the By-Laws, is as follows:

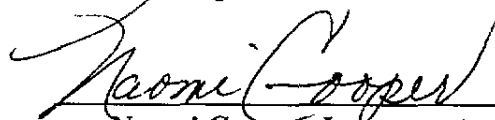
NAME	OFFICE	ADDRESS
Naomi Cooper	President/Treasurer	5886 Dahlia Dr. Orlando, Florida 32807
Linda R. Jones	Vice President/Secretary	116 Japonica Dr. Orlando, Florida 32807

In furtherance and not in limitation of the powers conferred by the Laws of the State of Florida, the Board of Directors is expressly authorized:

- (a) To make, alter, amend and repeal the By-Laws of the Corporation, subject to the power of the holders of Common Stock having voting power to alter, amend or repeal the By-Laws made by the Board of Directors.
- (b) To determine and fix the value of any property that is acquired by the Corporation, and to issue in exchange therefore Common Stock of the Corporation.
- (c) To set apart out of any funds of the Corporation, a reserve or reserves for working capital, bad debts or for any other lawful purpose, and also to abolish any such reserves in the same manner in which they were created.

The name of the sole incorporator is Naomi P. Cooper hereinafter called (the "Incorporator")

IN WITNESS WHEREOF, The undersigned, being the Incorporator for the purpose of forming a Corporation pursuant to the Florida Not for Profit Corporation Act, Chapter 617, Florida Statutes, as amended, has signed these Articles of Incorporation on this 28th day of May, 2004.

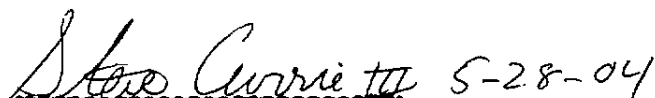
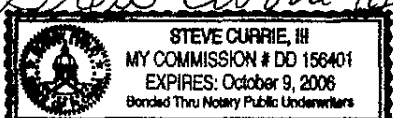

Naomi Cooper, Incorporator

STATE OF FLORIDA)
)
COUNTY OF DATE)

BEFORE ME, the undersigned authority, personally appeared Naomi Cooper, to me known to be the person described in the executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that said person executed the same for the purpose therein express. He (is personally known to me) or (has produced a Florida's State Drivers License as identification).

WITNESS my hand and official seal in the State and County aforesaid, this 28th day of May, 2004.

Notary Public, State of Florida

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is:

Marobe, Inc.

2. The name and address of the registered agent and office is:

Naomi Cooper
5886 Dahlia Dr
Orlando, Florida 32807

HAVING BEEN NAMED AS REGISTERED AGENT AND DO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE:



DATE:

5/20/04

CORPORATE BY-LAWS FOR

Marobe, Inc.

ARTICLE I: CORPORATE OFFICE

1) MEETINGS

The annual membership meeting of this organization shall be on the 5th day of January, at six o'clock p.m., each and every year except if such day be a legal holiday in the State Florida then and in that event the Board of Directors shall fix the day but it shall not be more than two directors and transact such business as may be deemed necessary. Annual

meetings of the membership shall be held at the principal place of business of the corporation or at place designate by the Board of Directors.

Regular meetings of this organization shall be held at the principal place of business of the corporation or at a place designated by the Board of Directors.

2) SPECIAL MEETINGS

Special meetings of this organization may be called by the President when he deems it for the best interest of the organization. Notices of such meeting shall be mailed by the Secretary, or other person designated to do so, to all members at their addresses as they appear in the membership roll book at least by not more than 3 days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting and by whom called.

At the request of a majority of the members or the members of the Board of Directors or a majority of the members of the organization, the President shall cause a special meeting to be called but such request must be made in writing at least three (3) days before the requested scheduled date.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

3) NOTICE OF MEETING

The President, Secretary, or Director of the corporation may give notice of a meeting. This notice must be in writing and must state the place, day and hour of the meeting and in case of a special meeting must state the purpose for which the meeting is called. If mailed, the notice must be addressed to the member at his address as it appears on the membership roll book of the corporation, with postage thereon prepaid. Such notice shall be deemed to be delivered when deposited in the United States mail.

4) NOTICE OF AN ADJOURNED MEETING

When a meeting is adjourned to another time or place, it will not be necessary to give any notice of the adjourned meeting provided that the time and place to which the meeting is adjourned is announced at the meeting at which the adjournment is taken. At such adjourned meeting, any business may be transacted that might have been transacted on the original date of the meeting. If a new record date is set by the Board of Directors, other than the new date given at the meeting that was adjourned, written notice must be given as stated in Section 5, Article II.

5) QUORUM

The presence of not less than three (3) members shall constitute a quorum and shall be necessary to conduct the business of this organization, but a lesser number may adjourn the meeting for a period of not more than two (2) weeks from the date scheduled by these By-Laws and the Secretary shall cause a notice of this scheduled meeting to be sent to all those members who were not present at the meeting originally called. A quorum as herein before set forth shall be required at any adjourned meeting.

6) VOTING

At all meetings, except for the election of officers and directors, all votes shall be viva voce, except that for election of officers ballots shall be provided and there shall not appear any place on such ballot any mark or making that might tend to indicate the person who cast such ballot.

At any regular or special meeting, if a majority so requires, any question may be voted upon in the manner and style provided for election of officers and directors.

At all votes by ballot, the Chairman of such meeting shall immediately prior to the commencement of balloting appoint a committee of three who shall act as "Inspectors of Election" and who shall at the conclusion of such balloting certify in writing to the Chairman the results and the certified copy shall be physically affixed in the minute book to minutes of the meeting.

No inspector of election shall be a candidate for office or shall be personally interested in the question voted upon.

7) ACTION TAKEN WITHOUT A MEETING

Any action, within the laws of the corporation, may be taken without prior notice of a meeting or without a vote, provided that a written consent setting forth the action so taken, is signed by the members who are entitled to vote in the corporation, and whose votes would be necessary to authorize or take such action at said meeting.

ARTICLE II: BOARD OF DIRECTORS

1) POWERS

The Board of Directors shall manage the business of the corporation and exercise its corporate powers. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its Chairman after due notice to all directors of such

meeting.

2) NUMBER OF DIRECTORS AND THEIR TERMS

There shall be a minimum number of three (3) directors for the corporation. Each Director shall be elected at the annual membership meeting, and shall hold office until the next annual membership meeting and until his successor is elected and qualified. At least one of the directors elected shall be a resident of the State of Florida and a citizen the United States.

3) VACANCIES

A qualified person may be appointed to fill a vacancy on the Board of Directors but only by an affirmative vote of the majority of the remaining directors. The incoming director shall hold office for the rest of the term and until his successor is elected and qualified.

4) RESIGNATIONS

Resignations may be given by a director of the corporation at any given time during his term. Written notice must be filed with the Secretary or President of the Corporation. Unless otherwise specified in the notice, said resignation shall take effect upon receipt thereof and acceptance of the resignation shall not be necessary to make it effective.

5) REMOVAL OF DIRECTORS

Any and all of the directors may be removed with or without cause by a vote of the majority of the Board of Directors of the organization who are authorized to vote at an election of directors.

6) CHAIRMAN

The President of the organization by virtue of his office shall be the Chairman of the Board of Directors.

7) NOTICES

A Written notice for any and all meetings must be given within five (5) days. This notice must be in written form and must state the place, day and hour of the meeting and in the case of a special meeting must state the purpose for the meeting. If mailed, the notice must be addressed to the director at his address as it appears on the membership roll book of the corporation, with postage thereon prepaid. Such notice shall be deemed to be delivered when

deposited in the United States mail.

8) ANNUAL MEETING

The Board of Directors shall designate place, time and date of their meeting. Notices of said meeting must be sent to all directors unless stated at the previous meetings where all directors are present.

9) MEETINGS

Meetings of the Board of Directors shall be held regularly on the 5th day of each month. The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

10) SPECIAL MEETINGS

Special meetings of the Board do Directors shall be held upon notice to the directors and may be called by the President upon a five (5)day notice to each director either personally or by mail as stated in Article III, Section 7. Notice of a meeting need not be given to any director who submits a waiver of notice before or after the meeting.

11) QUORUM

A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business. If at any meeting of the board there be less than a quorum present, a majority of those present may adjourn the meeting.

12) VOTING

Each member of the Board of Directors shall have one vote and such voting may not be done by proxy.

13) ACTION TAKEN WITHOUT A MEETING

Any action that may be taken by the Board of Directors at a meeting, may be taken without a meeting if a consent in writing, setting forth the action so be taken, shall be signed before such action by all directors.

14) COMPENSATION

The Board of Directors shall have the authority to fix a rate to reasonably compensate the Board of Directors.

ARTICLE III: OFFICERS

1) OFFICES AND ELECTIONS

The Board of Directors shall elect the President, Vice-President, Secretary and Treasurer for the corporation. Other offices or assistant officers may be elected when deemed necessary. These officers shall serve a term of one year, and will hold office until their successor is elected and qualified. The officers for the corporation shall be appointed at the annual meeting of the board. Any two or more offices may be held by the same person.

Officers shall by virtue of their office be members of the Board of Directors.

2) VACANCIES

In the event of death, resignation or removal of an officer from office, the Board of Directors shall appoint a successor to fill the open term. Any officer elected or appointed by the Board may be removed by the Board with or without cause. This action must be preceded by a vote from the Board.

2) DUTIES

a) PRESIDENT

The President shall be the chief executive officer of the organization and have such powers as may be reasonably construed as belonging to such officer of any organization.

He shall be subject to the direction of the Board of Directors.

He shall be present and preside at all meetings of the membership.

He shall by virtue of his office be Chairman of Board of Directors.

He shall present at each annual meeting of the organization an annual report of the work of the organization.

He shall appoint all committees, temporary or permanent.

He shall see all books, reports and certificates as required by law are properly

kept field.

He shall be one of the officers who may sign the checks or drafts of the organization.

He shall in general supervise and control all of the business and affairs of the Corporation.

b) VICE-PRESIDENT

The Vice-President shall in the event of the President's absence or inability or refusal to act as president, perform all powers of and subjects to all the restrictions upon the elected President. In general the Vice-President shall perform all of the duties of the office of Vice-President and such duties as from time to time that may be assigned by the President or Board of Directors.

c) SECRETARY

The Secretary shall keep the minutes and records of the organization in appropriate books.

It shall be his duty to file any certificate required by any statute, federal or state.

He shall give and serve all notices to members of this organization.

He shall be the official custodian of the records, except financial, and seal of this corporation.

He may be one of the officers required to sign the checks and drafts of the organization.

He shall present to the membership at any meetings any communication addressed to him as Secretary of the organization.

He shall submit to the Board of Directors any communication which shall be addressed to him as Secretary of organization.

He shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.

In general to perform all of the duties required of the Office of Secretary and such other duties as from time to time may be assigned by the President or Board of Directors.

d) TREASURER

The Treasurer shall be responsible for the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the sum not exceeding \$100,000 and the balance of the funds of the organization shall be deposited in a savings bank, except the Board of Directors may cause such funds to be invested in such investments as shall be legal for a savings bank in the State of Florida.

He must be one the officers who shall sign checks or drafts of the organization. No special funds may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it.

He shall render at the annual membership meeting and at stated periods as the Board of Directors shall determine, a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting.

In general, he shall perform all of the duties required of the Office of the Treasurer and such other duties as from time to time may be assigned by the President or Board of Directors.

4) COMPENSATION

No officer shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director from receiving any compensation from the organization for duties other than as director or officer.

ARTICLE IV: CORPORATE RECORDS AND BOOKS

1) RESPONSIBILITIES

The corporation shall maintain through its officers accurate and accountable books, records and minutes of all the Board of Directors and membership meetings. The Corporation is responsible for keeping its principal corporate address and its registered agent office available and current to all directors, officers and members. A record, which shall be kept at the corporate office, shall list names and addresses of all directors, officers and members of the Corporation.

2) FINANCIAL RECORDS

Four months after the close of each corporate fiscal year, the Corporation shall prepare a balance sheet and a profit and loss statement showing in reasonable detail the financial condition of the Corporation. These records shall be filed in the corporate office and shall be kept on file for a minimum of five (5) years.

ARTICLE V: FISCAL YEAR

The Corporation's fiscal year shall begin with the first day of January in each year.

ARTICLE VI: SALARIES

The Board of Directors shall hire and fix the compensation of any all employees which they in their discretion may determine to be necessary in the conduct of the business of the organization.

ARTICLE VII: AMENDMENTS

These By-Laws may be altered, amended or repealed and new by-laws may be adopted by the Board of Directors, at any regular or special meeting of the Board of Directors.