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04 JUN 21 AM 10:36
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TALLAHASSEE, FLORIDA

06/21/04
/B

TRANSMITTAL LETTER

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

SUBJECT: Balloonz Unlimited 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: The Note Consulting
Name (Printed or typed)

311 W. MLK Blvd Ste 100
Address

Jampa Florida 33407
City, State & Zip

(888) 455-0022
Daytime Telephone number

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



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 10, 2004

THE NOIR CONSULTING GROUP LLC
3111 W MLK JR BLVD STE 100
TAMPA, FL 33607

SUBJECT: BALLOONZ UNLIMITED, INC.
Ref. Number: W04000022508

We have received your document for BALLOONZ UNLIMITED, INC. and your check(s) totaling \$157.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list at least one incorporator with a complete business street address.

In article VI please remove INC, from the registered agent's name and add LLC.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6928.

Tim Burch
Document Specialist
New Filings Section

Letter Number: 704A00039458

**ARTICLES OF INCORPORATION
OF
Balloonz Unlimited, Inc.
A Florida Corporation**

FILED
04 JUN 21 AM 10:36
CLERK OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being the original incorporator herein named, for the purposes of forming a Corporation under the General Corporation Laws of the State of Florida, to do business both within and without the State of Florida, do make and file these Articles of Incorporations, hereby declaring and certifying that the facts herein stated are true:

ARTICLE I

The Name of the Corporation is Balloonz Unlimited Inc..

ARTICLE II

The Principal place of business and mailing address of the corporation is 1955 West Martin Luther King Blvd Tampa Florida 33607

. The Corporation may also maintain offices for the transaction of any business such other places within or without the State of Florida as it may from time to time determine. Corporate business of every kind and nature may be conducted and meeting of Directors and Stockholders held outside the State of Florida with the same effect as if the State of Florida.

ARTICLE III

The Corporation is organized for the purpose of engaging in any lawful activity, within or without the State Of Florida.

ARTICLE IV

The Corporation shall authorize the issuance of a single class of Capital Stock in the amount of twenty five million (25,000,000) shares of Common Stock, at \$.001 par value.

Notwithstanding the foregoing these Articles hereby vest the Board of Directors the Corporation with such authority as may be necessary to prescribe such classes, series and numbers of each class or series of Stock. In addition the Board is hereby vested with such authority as may be necessary to prescribe the voting powers designations, preferences, limitations, restrictions and relative rights of each class ore series of Stock created. All classes of Stock may be issue from time to time without action by the Stockholders.

Unless otherwise determined by the Board of Directors, holders of the Stock of the Corporation shall not have any preference, preemptive right, or right of subscription to acquire any shares of the Corporation, nor to any right of subscription thereto. The Shares of the Corporation, after the amount of the subscription price has been paid, in money, property or services, as Directors shall determine, shall not be subject to assessment to pay the debts of the Corporation, nor for any other purposes, and no Stock issue as fully paid shall ever be assessable or assessed, and the Articles of Incorporation shall not be amended in this particular.

ARTICLE V

Governing Board. The members of the Governing Board of the Corporation shall be styled as Directors. The Initial Board of Directors Shall consist of not less than (1) and not more than seven (7) members. The name and address of an initial member of the Board of Directors is as follows:

Deneen Gilbert
1955 West Martin Luther King Blvd
Tampa Florida 33607

These individuals shall serve as Director until the first annual meeting of the Stockholder or until his successor(s) shall have been elected and qualified. The number of Directors may by increase or decrease by a duly adopted amendment to the Bylaws of the Corporation.

ARTICLE VI

Resident Agent. The name and address of the Resident Agent for service of process is The Noir Consulting Group, LLC. 3111 West Martin Luther King Blvd Ste100 Tampa Florida 33607.

ARTICLE VII

The name and address of the incorporator is The Noir Consulting Group, LLC 3111 West Martin Luther King Blvd Ste 100 Tampa Florida 33602

ARTICLE VIII

The Corporation is to have a perpetual existence.

ARTICLE VIII

A Director or Officer of the Corporation shall not be personally liable to this Corporation or its Stockholders for damages for breach of fiduciary duty as a Director or Officer, but this Article shall not eliminate or limit the liability of a Director or Officer for 9i) acts or omissions which involve intentional misconduct, fraud or a knowing violation of law or (ii) the unlawful payment of distributions. Any repeal or modification of the Article by the Stockholders of the Corporation shall be prospective only and shall not adversely affect any limitation on the personal liability of a Director or Officers of the Corporation for acts or omissions prior to such repeal or modification.

ARTICLE X

Every person who was or is a party to, or is threaten to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he, or a person of whom he is the legal representative, is or was a Director or Officer of the Corporation, or is or was serving at the request of the Corporation as a Director or Officer of another Corporation, or as its representative in a

partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless to the fullest extent legally permissible under the laws of the State of Florida from time to time against all expenses, liability and loss (including attorneys' fees, judgments, fines and amounts paid or to be paid in settlement) reasonably incurred or suffered by him in connection therewith. Such right of indemnification shall be a contract right, which may be enforced in any manner desired by such person. The proceeding must be paid by the Corporation as they are incurred and in advance of the final disposition of the action, suit or proceeding, upon receipt of an undertaking by or on behalf of the Director or Officer to repay the amount if it is ultimately determined by a court of competent jurisdiction that he is not entitled to be indemnified by the Corporation. Such right of indemnification shall be exclusive of any other right which such Directors, officers or representatives may have or hereafter acquire, and without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any by-law, agreement, vote of Stockholders, provision of law, or otherwise as well as their rights under this Article.

Without limiting the application of the foregoing, the Stockholders or Board of Directors may adopt by laws from time to time with respect to indemnification to provide at all times the fullest indemnification permitted by the laws of the State of Florida and may cause the Corporation to purchase and maintain insurance on behalf of any person who is or was a Director or Officer of the Corporation, or is or was serving at the request of the Corporation as Director or Officer of another Corporation, or as its representative in a partnership, joint venture, trust or other enterprises against any liability asserted against such person and incurred in any such capacity or arising out of such status, whether or not the Corporation would have the power to indemnify such person.

The indemnification provided in this Article shall continue as to a person who has ceased to be a Director, Officer, Employee or Agent and shall inure to the benefit of heirs, executors and administrators of such person.

ARTICLE XI

Subject at all times to the express provisions of Section 4.03 which cannot be amended, this Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation or its Bylaws, in the manner now or hereafter prescribed by statute or by these Articles of Incorporation or said Bylaws and all rights conferred upon the Stockholders are granted subject to this reservation.

ARTICLE XII

In furtherance and not in limitation of the powers conferred by statute the Board of Directors is expressly authorized:

- (1) Subject to the Bylaws, if any, adopted by the Stockholders, to make, alter or repeal the Bylaws of the Corporation;
- (2) To authorize and cause to be executed mortgages and liens, with or without limit as to amount, upon the real and personal property of the Corporation;
- (3) To authorize the guaranty by the Corporation of securities, evidences of indebtedness and obligations of other person, Corporation and business entities;
- (4) To set apart out of any of the funds of the Corporation available for distributions a reserve or reserves for any proper purpose and to abolish any such reserve;

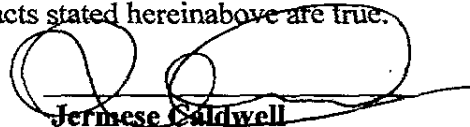
- (5) By resolution, to designate one or more committees, each committee to consist of at least one Director of the Corporation, which to the extent provide in the resolution or in the Bylaws of the Corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the Bylaws of the Corporation or as may be determined from time to time by resolutions adopted by the Board of Directors;
and
- (6) To authorize the Corporation by its Officers or agents to exercise all such powers and to do all such acts and things as may be exercised or done by the Corporation, except and to the extent that any such statute shall require action by the Stockholders of the Corporation with regard to the exercising of any such power or the doing of any such act or thing.

In addition to the powers and authorities hereinbefore or by statute expressly conferred upon them, by Board of Directors may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, except as otherwise herein and by law.

ARTICLE XIII

The fiscal year of the Corporation shall be from January 1 to December 31st of each year.

IN WITNESS WHEREOF, I hereunto set my hand this 4th day of June 2004 hereby declaring and certifying that the facts stated hereinabove are true.



Jerrese Caldwell

The Noir Consulting Group, LLC. hereby accepts as Resident Agent for the previously named Corporation on 4th day of June, 2004.



The Noir Consulting Group, LLC.
Registered agent/Incorporator