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TRANSMITTAL LETTER

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

SUBJECT: VISIONARY SALES AND MARKETING, 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

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FROM: Visionary Sales and Marketing, Inc.
Name (Printed or typed)

211 Oakwood Avenue
Address

New Smyrna Beach, FL 32169
City, State & Zip

1-386-428-8944
Daytime Telephone number

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

ARTICLES OF INCORPORATION

OF A

CORPORATION FOR PROFIT

The undersigned hereby executes the within Articles of Incorporation for the purpose of forming a corporate body under and by virtue of the laws of the State of Florida relative to Corporations.

ARTICLE 1 - CORPORATE DATA:

A. NAME AND ADDRESS OF CORPORATION:

VISIONARY SALES AND MARKETING, INC.
211 Oakwood Avenue
New Smyrna Beach, FL 32169

B. AUTHORIZED SHARES (Number of Shares and Par Value Per Share):

1000 @ $1.00 per share

C. REGISTERED AGENT AND REGISTERED OFFICE ADDRESS:

ANTHONY E. FEOLA
211 Oakwood Avenue
New Smyrna Beach, FL 32169

D. NAME(S) AND ADDRESS(ES) OF INCORPORATOR(S) AND SUBSCRIBER(S):

ANTHONY E. FEOLA
211 Oakwood Avenue
New Smyrna Beach, FL 32169

E NAME(S) AND ADDRESS(ES) OF INITIAL BOARD OF DIRECTORS (Min. of One):

ANTHONY E. FEOLA
211 Oakwood Avenue
New Smyrna Beach, FL 32169

ARTICLE 2 - ADDRESS OF CORPORATION: The address of this corporation is set forth in Paragraph A of ARTICLE 1. Such address may be changed from time to time as the stockholder(s) deem appropriate.

ARTICLE 3 - AUTHORIZED SHARES OF STOCK:

A. The maximum number of authorized shares of stock which this corporation is authorized to issue and have outstanding at any one time, and the part value of each share, is set forth in Paragraph B of ARTICLE 1.

B. All or any portion of the authorized shares of stock may be issued for cash or other tangible or intangible property, services actually performed or any other rights or thing having a value at least equivalent to the full value of the stock to be so issued. Neither promissory notes nor future services shall constitute partial or full payment for the issuance of such shares. All issued shares shall be deemed to be fully paid and non-assessable as though paid for in cash.

C. The stockholder(s) shall be the sole judges of the value of any property, right or thing acquired in exchange for shares of stock and their judgment of such value shall be conclusive.

D. Notwithstanding the foregoing, stockholder(s) shall have the right to increase the amount of authorized shares of stock either with or without nominal or par value and to provide, in event of such increase, the designation, preference, voting powers and restrictions, and/or qualifications of voting powers, of such additional stock as may be specified by the stockholder(s) of this corporation.

ARTICLE 4 - DESIGNATION OF REGISTERED AGENT: The name and address of the person designated to accept service of process on behalf of this corporation within the State of Florida is set forth in Paragraph C of ARTICLE 1.

ARTICLE 5 - INCORPORATOR(S) AND SUBSCRIBER(S): The name and address of the Incorporator(s) and Subscriber(s) to these Articles of Incorporation is set forth in Paragraph D of ARTICLE 1.

ARTICLE 6 - CORPORATE POWERS: This corporation shall have all the powers conferred upon general corporations pursuant to the Statutes of the State of Florida as amended from time to time.

ARTICLE 7 - CORPORATE PURPOSES: The purpose for which this corporation is being organized is to engage in any activity or business permitted under the laws of the State of Florida and the United States.

ARTICLE 8 - STATED CAPITAL: The stated capital of this corporation shall be the sum of the following:

A. The par value of all shares of the corporation having a par value that have been issued and not cancelled.

B. The amount of the consideration received by the corporation for all shares of the corporation without par value that have been issued, except such part of the consideration thereof as may have been allocated to capital surplus in a manner permitted by law.

C. Such amounts not included in Paragraphs A and B immediately above that has not been transferred to stated capital of the corporation, whether upon the issue of shares as a share dividend or otherwise, minus all deductions from such sums that have been effected in a manner permitted by law.

ARTICLE 9 - TERM OF EXISTENCE: This corporation shall have perpetual existence and shall commence its existence on the date these Articles of Incorporation are subscribed and acknowledged.

ARTICLE 10 - AMENDMENT TO ARTICLES: These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a meeting of the stockholder(s) by a majority of the stock entitled to vote thereon, provided that all of the stockholder(s) may sign a written statement manifesting their unanimous intention that a certain amendment of these Articles of Incorporation be made without having a meeting for said purposes.

ARTICLE 11 - COPIES OF ARTICLES: Multiple executed copies of these Articles of Incorporation have been published as executed. All such executed copies shall be deemed to be original copies of these Articles of Incorporation.

ARTICLE 12 - STOCKHOLDER(S) ACTING IN LIEU OF DIRECTOR(S):

A. The business of this corporation shall be conducted by the stockholder(s) acting as, or in lieu of, director(s). Accordingly, all of the stockholder(s) shall be deemed to be director(s) of this corporation when their purchase of stock has been recorded in the stock ledger of this corporation and shall collectively constitute the board of director(s). Any action required or permitted by the laws of Florida, when such action is required to be performed by director(s), shall be taken by the stockholder(s).

B. Initially, this corporation shall have the number of director(s) set forth in Paragraph E of ARTICLE 1 who shall hold the organizational meeting of this corporation, or, in lieu thereof, may otherwise approve and ratify the actions of the Incorporator(s) and Subscriber(s) who may conduct each organizational meeting.

C. Any action of the stockholder(s) may be taken without a formal meeting if consent, in writing, setting forth the action taken is signed by all stockholder(s) entitled to vote on the same if a meeting had been held. Said consent shall be filed with the Secretary of the corporation as a part of the corporate records. Such written consent shall have the force and effect of a unanimous vote of the stockholder(s).

D. In addition to the stockholder(s), the business of this corporation shall be conducted by such officer(s) as may be determined to be necessary or advisable for the needs of the corporation and as set forth in By-Laws of this corporation.

E. The stockholder(s) of this corporation may include in any agreement which they make among themselves, the following matters as valid matters of agreement.

(1) Any limitations of the transferability of assignment of the stock of this corporation held by prospective stockholder(s).

(2) Limitations upon the pledging, devising and bequeathing of stock of this corporation.

(3) All other matters permitted by the laws of the State of Florida.

F. The stockholder(s) shall have the right to issue unissued or treasury shares of this corporation for securities of this corporation convertible into a right to subscribe or acquire share of this corporation and containing such conditions or rights, including preemptive rights, as the stockholder(s) may direct.

G. The stockholder(s) shall have the power to adopt, alter, amend or repeal the By-Laws of this corporation. The By-Laws may contain any provision for the regulation and management of the affairs of this corporation not inconsistent with law or these Articles of Incorporation.

H. The stockholder(s) may approve the reasonable charges and expenses of incorporating this corporation, including attorney's fees and costs, and the reasonable expenses of compensation for the sale or underwriting of the shares of this corporation. The same may be allowed to be paid out of the consideration received by the corporation for the issuance of the shares without thereby impairing the fully paid or non-assessable status of such shares.

IN WITNESS WHEREOF, I/WE hereby execute these Articles of Incorporation.

Incorporator/Subscriber
Anthony E. Feola

STATE OF FLORIDA
COUNTY OF Volusia

BEFORE ME, the undersigned authority, personally appeared the Incorporator(s)/Subscriber(s), known to me to be the individual described in and who executed the foregoing Articles of Incorporation and said person(s) acknowledged subscribing said instrument for the purposes set forth herein.

WITNESS my official hand and seal in the county and state last aforesaid this 13 day of July, 20 04

Notary Public, State of Florida

Angela J. Kazieh
My Commission DD252042
Expires October 25, 2007

ACCEPTANCE OF DESIGNATION

I HEREBY ACCEPT designation as Registered Agent of this corporation and agree to comply with all provisions of law relating to Registered Agents.

Anthony E. Feola

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