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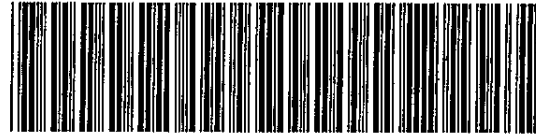
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PO4-27920

TRANSMITTAL LETTER

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

SUBJECT: Performance Networks, Incorporated
(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: Stephen Matheny
Name (Printed or typed)

1049 Willow Grove
Address

Altamonte Springs, Florida 32701
City, State & Zip

407-339-8772
Daytime Telephone number

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

ARTICLES OF INCORPORATION

Of

Performance Networks, Inc.

We, the undersigned, hereby associate ourselves together for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of this corporation shall be: **Performance Networks, Inc.**

ARTICLE II

Principal Address: Suite A-32, 130 Concord Drive, Casselberry, FL 32707

ARTICLE III

The general nature of the business to be transacted by this Corporation shall be:

- (a) To engage engage in the design, construction and maintenance of high performanve Electronic networks for all forms of information exchange for commerce, publishing, broadcasting, education and communication using digital and analog technologies.
- (b) To lend money and negotiate loans; to draw, accept, endorse, discount buy, sell and deliver bills of exchange, promissory notes, bonds, debentures and other negotiable instruments and securities; generally to carry on and undertake any business, undertaking, transaction or operation commonly carried on or undertaken by capitalists, promoters and financiers which may seem capable of being conveniently carried on in connection with the above or calculated directly

or indirectly to enhance the value of or render profitable and property or right of the Corporation.

(c) To purchase, issue, own, hold, sell, draw, accept and discount bonds, stocks of all kinds, promissory notes, bills of exchange, mortgages, liens, leases, contracts in writing and other instruments evidencing all rights and interests in and to any real estate, chattels, or choses in action, including the power to exercise all of the rights and privileges of owner or owners thereof.

(d) To borrow or raise money for any of the purposes of the corporation, in such amounts as the Board of Directors may from time to time determine, to issue bonds, debentures, notes or other obligations of any nature and in any manner of moneys so borrowed without limit as to amount, and if and to the extent so determined, to secure the principal thereof, and the interest thereon, by mortgage upon or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights either at the time owned or thereafter acquired or in any other manner.

(e) To acquire all or part of the goodwill, rights, property and business of any person, firm, association or corporation heretofore or hereafter engaged in any business similar to any business which the Corporation has the power to conduct, to pay for the same in cash or stock or bonds of the Corporation or otherwise, to hold, utilize, or in any manner dispose of the whole or any part of the rights and properties so acquired, and to assume in connection therewith any liabilities of any person, firm, association or corporation and conduct in any lawful manner the whole or part of any part of the business thus acquired.

(f) To adopt, apply for, obtain, register, purchase, lease, take assignments or licenses of, or otherwise to acquire or obtain the use of, and to hold, protect, own, use, develop, introduce, advertise and exploit, and to sell, assign, lease, grant licenses or other rights in respect to, make contracts concerning or otherwise deal with, dispose of or turn to account any copyrights, letters patent and patent application of the United States of America or of any other country, government or authority, and any inventions, improvements, processes, formulae, mechanical and other combinations, licenses and privileges, whether in connection with or secured under letters patent or otherwise, which are or shall be necessary, convenient, advisable or adaptable for the utilization of the Corporation in any way, directly or indirectly, of such letters patent and patent applications therefor, inventions, improvements, processes, formulae, mechanical and other combinations, licenses and privileges.

(g) To purchase or acquire by gift, devise, bequest or otherwise, to hold, own, use, lease, mortgage, pledge, sell, convey, assign, transfer, exchange or otherwise dispose of property of every nature and description, real, personal and mixed, or any right or interest therein, without limit as to amount, within or without the State of Florida.

(h) To enter into, make and perform contracts of every sort and description, which may be necessary or convenient to the carrying on of the business of the Corporation, with any person, firm, association, corporation, municipality, body politic, country, state or government or colony or dependency or agency thereof.

(i) To do all and everything necessary or proper for the accomplishment of

the objects enumerated or necessary or incidental to the protection and benefit of the Corporation and in general to carry on lawful business necessary or incidental to the attainment of the objects of the Corporation, whether or not such business is similar in nature to the objects set forth herein, provided the same be not inconsistent with the laws under which the Corporation is organized.

(j) In general, to carry on any business and to have and exercise all of the powers conferred by the laws of the State of Florida upon corporations formed thereunder, and to do any or all of the things thereinbefore set forth as principal, agent or otherwise, either alone or in conjunction with others, and in any part of the world.

(k) The objects and purposes specified in the foregoing clauses of the Article II shall, except where otherwise expressed in this Article, be in no wise limited or restricted by reference to, or inference from, the terms of any other clause of this or any other Article of these Articles of Incorporation, but shall be regarded as independent objects and purposes and shall be construed as powers as well as objects and purposes.

ARTICLE IV **STOCK**

The authorized Capital Stock of this Corporation shall consist of 7,500 shares at \$1.00 par value.

ARTICLE V **CAPITAL**

The amount of capital with which this Corporation shall begin business shall not be less than \$500.00.

ARTICLE VI
CORPORATE EXISTENCE

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1049 Willow Grove Street, Altamonte Springs, Florida 32701 and the name of the initial registered agent of this corporation at that address is Stephen E. Matheny.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

This corporation shall have three director(s) initially. The number of directors may be either increased or diminished from time to time by the bylaws. The name(s) and address(es) of the initial director(s) of this corporation who shall hold office until the annual meeting of the shareholders to be held in the year 2001 or until their successors are elected or appointed and have qualified are:

David Walters	690 Trinity Court Longwood, Florida 32750
Stephen Matheny	1049 Willow Grove Altamonte Springs, Florida 32701

ARTICLE IX
SUBSCRIBERS

The name and street address of each subscriber to these Articles of Incorporation is as follows:

<u>Name</u>	<u>Street Address</u>
Stephen Matheny	1049 Willow Grove Street Altamonte Springs, Florida 32701

ARTICLE X
SPECIAL PROVISIONS

(a) No holder of Stock of the Corporation of any class shall have any preferential, preemptive or other right to subscribe for or to purchase from the Corporation any stock of the Corporation of any class whether or not now authorized, or to purchase any bonds, certificates of indebtedness, debentures, notes obligations or other securities, which the Corporation may at any time issue, whether or not the same shall be convertible into stock of the Corporation of any class or shall entitle the owner or holder to purchase stock of the Corporation of any class.

(b) No contract or other transaction between the Corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the Directors of the Corporation is or are interested in, or are Director or officer or Directors or officers of such other corporation, and any Director or Directors, individually or jointly, may be party or parties to, or may be interested in any such contract or transaction of the Corporation, or in which the Corporation is interested, and no contract, act or transaction, in the absence of fraud, shall be affected or invalidated by the fact that any Director or Directors of the Corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become a Director of the Corporation is hereby relieved from any liability that might otherwise exist from this contracting with the Corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested. Any director

of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled corporation without regard to the fact that he is also a Director of such subsidiary or controlled corporation.

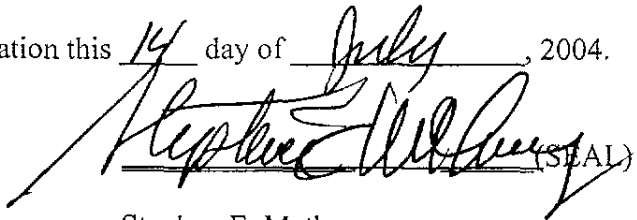
(c) The Board of Directors, in addition to choosing the President, Secretary and Treasurer of the Corporation, may choose one or more Vice Presidents, and Assistant Secretary, an Assistant Treasurer and such other officers as the Board shall deem advisable, and such officer shall serve for such terms and have such duties as may be determined by the Board of Directors.

(d) The shareholders may, in their discretion, choose a Chairman of the Board of Directors at the annual meeting of the shareholders of the Corporation; or if the annual meeting of the shareholders is not held at any meeting of the shareholders thereafter called pursuant to the By-Laws of the Corporation.

(e) The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute and all rights conferred upon shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these

Articles of Incorporation this 14 day of July, 2004.

 (SEAL)

Stephen E. Matheny

FILE # M350785523240

STATE OF FLORIDA)

COUNTY OF SEMINOLE)

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared STEPHEN E. MATHENY, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 14th day of July, 2004.

Karen Alexander

Notary Public
State of Florida at Large

My Commission expires: 1/25/08



Karen N. Alexander
My Commission DD284655
Expires January 25, 2008

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST - THAT PERFORMANCE NETWORKS, INC.,
DESIREING TO ORGANIZE OR QUALIFY UNDER THE
LAWS OF THE STATE OF FLORIDA, WITH IT'S PRINCIPAL
PLACE OF BUSINESS AT THE CITY OF CASSELBERRY,
(CITY)
STATE OF FLORIDA,
(STATE)
HAS NAMED STEPHEN E. MATHENY,
(RESIDENT AGENT)
LOCATED AT 1049 WILLOW GROVE,
CITY OF ALTAMONTE SPRINGS, STATE OF FLORIDA,
AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE David Matheny
(CORPORATE OFFICER)

TITLE President

DATE 7/14/2004

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE
TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE Stephen E. Matheny
(RESIDENT AGENT)

DATE 7/14/04

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