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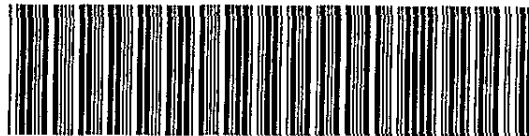
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C.L. 2-17

## TRANSMITTAL LETTER

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

SUBJECT: PRISMA SYSTEMS CORP.  
(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: JAIME COSTA  
Name (Printed or typed)

13015 SW 89TH PLACE, #120  
Address

MIAMI, FL 33176  
City, State & Zip

305-254-7622  
Daytime Telephone number

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

**ARTICLES OF INCORPORATION  
OF**

**PRISMA SYSTEMS CORP.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I**

**NAME**

The name of this corporation shall be:

**PRISMA SYSTEMS CORP.**

**ARTICLE II**

**GENERAL NATURE OF BUSINESS**

The general nature of business and objects and purposes proposed to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz.:

- a. Sales (Wholesale/Retail), Distribution, Marketing, International Trade (Export/Import) and Electronic Commerce of Books, Audio-Books, Video, Multimedia Products and Training, Educational and Motivational Services.
- b. To conduct and operate any and all other kind of business affairs authorized by the laws of the State of Florida and the United States of America.

**ARTICLE III**

**CAPITAL STOCK**

The capital stock of this corporation shall be 9,000 shares, having NO par value. All of said stock shall be payable in cash, equipment, property, real or personal, labor or service in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

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CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA

#### **ARTICLE IV**

##### **CAPITAL TO BEGIN BUSINESS**

The amount of capital with which this corporation shall commence business shall be no less than **\$9,000.00**

#### **ARTICLE V**

##### **EFFECTIVE DATE / CORPORATE EXISTENCE**

The effective date when this corporation shall commence business shall be the **8<sup>th</sup>** day of **February, 2005**. This corporation shall exist perpetually unless sooner dissolved according to law.

#### **ARTICLE VI**

##### **PRINCIPAL PLACE OF BUSINESS**

The principal place of business and mailing address of said corporation shall be at **11767 South Dixie Highway, Suite 308, Miami, FL 33156**, with the privilege of having branch offices at other places within or without the State of Florida. The Board of Directors may, from time to time, move the principal office to any other address.

#### **ARTICLE VII**

##### **NUMBER OF DIRECTORS**

The number of directors of this corporation shall be not less than **1** and no more than **6**. The number of directors may be increased or diminished, from time to time, by by-laws adopted by the stockholders.

#### **ARTICLE VIII**

##### **DIRECTORS**

The name and post office address of the First Board of Directors of this corporation who shall hold office for the first year or until their successor(s) is(are) chosen, shall be:

<u>Name</u>	<u>Address</u>
Jaime Costa	13015 SW 89 <sup>th</sup> Place, Suite 120, Miami, FL 33176

## ARTICLE IX

### SUSCRIBERS

The name and address of the initial subscriber signing these Articles of Incorporation, the number of shares of stock which he agrees to take and the value of the consideration therefore is:

<u>Name</u>	<u>Address</u>	<u>Shares</u>	<u>Consideration</u>
Jaime Costa	13015 SW 89 <sup>th</sup> Place, #120 Miami, FL 33176	9,000	\$9,000.00

## ARTICLE X

### AMENDMENT OF ARTICLES

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute or set out in the corporate by-laws, so long as same does not conflict with the Florida Statutes.

## ARTICLE XI

### REGISTERED AGENT

The name and address of the initial registered agent of the Corporation shall be:

**Jaime Costa**  
**13015 SW 89<sup>th</sup> Place, Suite 120, Miami, FL 33176**

## ARTICLE XII

### OFFICERS

The name and address of the officers who will serve until the first election of appointment under these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>	<u>Position</u>
Jaime Costa	13015 SW 89 <sup>th</sup> Place, Suite 120, Miami, FL 33176	President / Treasurer

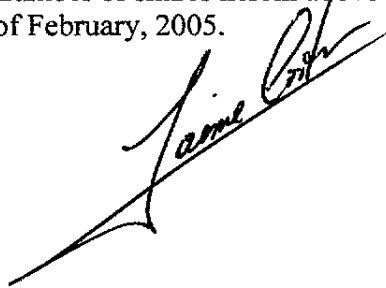
### ARTICLE XIII

#### INCORPORATOR

The name and address of the Incorporator is:

<u>Name</u>	<u>Address</u>
Jaime Costa	13015 SW 89 <sup>th</sup> Place, Suite 120, Miami, FL 33176

IN WITNESS WHEREOF, We the undersigned, being the original subscribers to the capital stock herein above named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles, hereby declaring and certifying that the stated are true, and do respectfully agree to take the number of shares herein above set forth, and hereunto set out hands and seal, this 8<sup>th</sup> day of February, 2005.

A handwritten signature in black ink, appearing to read "Jaime Costa", is written over a diagonal line.

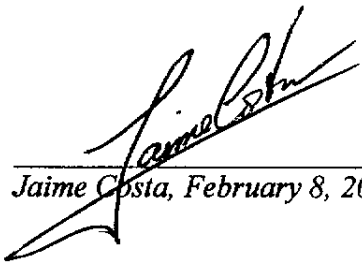
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT / REGISTERED OFFICE**

PURSUANT TO THE PROVISION OF SECTION 607.0501, 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 **PRISMA SYSTEMS CORP.**
2. The name and address of the registered agent and office are:

**Jaime Costa**  
**13015 SW 89<sup>th</sup> Place, Suite 120, Miami, FL 33176**

*Having been named as registered agent and to 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.*

  
\_\_\_\_\_  
*Jaime Costa, February 8, 2005*

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TALLAHASSEE, FLORIDA