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# ARTICLES OF INCORPORATION

**OF** 

# ONE & ONE INVESTMENT, INC.

### ARTICLE I.

The name of the Corporation shall be "One & One Investment, Inc."

### ARTICLE II.

The Corporation shall be organized for profit and for any lawful purpose and business not specifically prohibited to corporations under the applicable laws of the State of Florida.

### ARTICLE III.

The aggregate number of shares of common stock that the Corporation have authority to issue is 1000 shares of commons stock with par value of \$1.00 per share.

# ARTICLE IV.

Pursuant and subject to the Florida Business Corporation Code, any action required to be taken at a meeting of the shareholders of the Corporation or any action which may be taken at a meeting of the shareholders, may be taken without a meeting if written, consent, setting forth the action to be taken, is signed by those persons who would be entitled to vote at a meeting those shares having voting power to cast not less than the minimum number (or numbers, in the case of voting by classes) of votes that would be necessary to authorize or take such action at a meeting at which shares entitled to vote were present and voted.

### ARTICLE V.

Pursuant and subject to the Florida Business Corporation Code, the personal liability of a Director to the Corporation or its shareholders for monetary damages for breach of the duty of care or other duty as a Director is eliminated to the extent permitted by law; provided, however, that there shall not be eliminated the liability of a Director:

- (i) for any appropriation, in violation of his/her duties, of any business opportunity of the Corporation;
- (ii) for acts or omissions which involve intentional misconduct or a knowing violation of law;
- (iii) for the types of liabilities set forth in Florida Business Corporation Code; or

(iv) for any transactions from which the Director received an improper personal benefit.

# ARTICLE VI.

The initial registered office of the Corporation shall be 4230 Bear Lakes Court #108, West Palm Beach, Florida 33409 and the initial registered agent of the Corporation at such address shall be Brian Dehonslley.

### ARTICLE VII.

The initial mailing address of the principal office of the corporation shall be P.O. Box 18002, West Palm Beach, Florida 33416.

# ARTICLE VIII.

The name and address of the incorporator of the Corporation is Brian Dehonslley whose address is P.O. Box 18002, West Palm Beach, Florida 33416.

### ARTICLE IX.

The initial Board of Directors shall consist of two (2) members, namely:

Name

Address

**Brian Dehonslley** 

P.O. Box 18002

President

West Palm Beach, Florida 33416

Latasha Neloms

P.O. Box 18002

Secretary

West Palm Beach, Florida 33416

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation "One & One Investment, Inc." on this 6<sup>th</sup> day of June, 2005.

Brian Dehonslley

Incorporator

# ONE & ONE INVESTMENT, INC.

P.O. Box 18002 West Palm Beach, Florida 33416 (561) 248-2673

Department of State P.O. Box 6327 Tallahassee, Florida 32314

RE: Consent of Registered Agent

I, Brian Dehonslley do hereby give consent to be registered agent for One & One Investment, Inc. and am familiar with and accept the duties and responsibilities as registered agent for said corporation, a corporation with an initial registered office located at 4230 Bear Lakes Court #108, West Palm Beach, Florida 33409.

Executed this 6th day of June, 2005.

Brian Dehonslley