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TALLAHASSEE, FLORIDA

10-25-05
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GLICKMAN, WITTERS AND MARELL, P.A.

ATTORNEYS AT LAW

THE CENTURION

SUITE 1101

1601 FORUM PLACE

WEST PALM BEACH, FLORIDA 33401

GARRY M. GLICKMAN

CURTIS L. WITTERS

BOARD CERTIFIED IN MARITAL AND FAMILY LAW

WILLIAM J. MARELL

ELIZABETH A. MONTGOMERY

TELEPHONE

(561) 478-1111

TELECOPIER

(561) 478-2433

October 20, 2005

Corporate Record Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32301

Reference: **MAGENTA TECHNOLOGIES INC.**

Gentlemen:

We are enclosing the original and a duplicate copy of the Articles of Incorporation of this proposed corporation together with a Designation of Registered Agent and Acceptance of Designation. The duplicate copy of the Articles have been subscribed and acknowledged by the subscriber in the same manner as the original.

Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify and return it to us. Enclosed is a check for \$122.50 to cover the \$35.00 filing fee, \$52.50 for the certificate fee and \$35.00 for the registered agent and designation fee.

Sincerely,

GLICKMAN, WITTERS, MARELL AND JAMIESON


Garry M. Glickman

GMG:sn

Enclosures (as noted above)

ARTICLES OF INCORPORATION

OF

MAGENTA TECHNOLOGIES INC.

The undersigned subscriber hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be:

MAGENTA TECHNOLOGIES INC.

ARTICLE II

NATURE OF BUSINESS

The general nature of business to be transacted by this corporation is: Any business or business activity permitted under the laws of the State of Florida and the United States.

ARTICLE III

STOCK

A. The corporation shall issue two classes of shares of stock to be designated respectively "Common" and "Preferred" . All of said shares shall be without par value. The total number of shares that shall be issued is 15,015,000 of which 15,000 shall be designated Common Shares and 15,000,000 shall be designated Preferred shares.

B. The holders of the Preferred Stock shall be entitled to receive in each year out of the surplus net profits of the corporation a fixed yearly dividend as may be authorized by the Board of Directors

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before any dividend shall be set apart or paid on the Common Stock. The dividends on the preferred stock shall be cumulative so that if in or for any year dividends shall not be able to be paid on the Preferred Stock, the deficiency shall be a charge on the net earnings of the corporation, and be payable subsequently, before any dividend shall be set apart or paid on the Common Stock. Dividends on the Common Stock also may be declared payable as authorized by the Directors, but only out of surplus net profits of the corporation for any fiscal year remaining after the payment of the full yearly dividend on the Preferred Stock for that year, as well as dividends previously accrued and remaining unpaid on those shares.

C. The holders of the Preferred Stock shall not be entitled to any voting powers at any stockholders meeting, nor any voice in the management of the corporation. The sole management of the corporation shall be in the hands of the holders of Common Stock and they alone shall be entitled to vote at any meeting of the stockholders of the corporation.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall begin existence on the date of signing of these Articles, or the date of filing with the Secretary of State of the State of Florida, which ever shall first occur, and shall have perpetual existence thereafter.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the Registered Office of this corporation in the State of Florida is:

1500 Clare Avenue
West Palm Beach, Florida 33401

The Registered Agent of the corporation at the Corporation's Registered Office is:

DONALD C. JENSEN

ARTICLE VI

PRINCIPAL CORPORATE OFFICE

The principal corporate office is:

1500 Clare Avenue
West Palm Beach, Florida 33401

ARTICLE VII

DIRECTORS

This corporation shall have two (2) Directors initially. The number of directors may be increased or diminished from time to time pursuant to the by-laws adopted by the shareholders, but shall never be less than one (1).

ARTICLE VIII

INITIAL DIRECTORS

The name and address of the member of the first Board of Directors are:

Donald C. Jensen
1500 Clare Avenue
West Palm Beach, Florida 33401

Mark Golden
1500 Clare Avenue
West Palm Beach, Florida 33401

ARTICLE IX

INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is:

Donald C. Jensen
1500 Clare Avenue
West Palm Beach, Florida 33401

ARTICLE X

BYLAWS

A. Power to adopt Bylaws for the corporation, to alter, amend or repeal said Bylaws and to adopt new Bylaws shall be vested in the Board of Directors of the corporation.

B. Bylaws of the corporation shall be for the government of the corporation and may contain any provisions or requirements for the management or conduct of the affairs of business of the corporation provided the same are not inconsistent with the laws of the State of Florida or of the United States.

ARTICLE XI

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 20 day of OCTOBER 2005.


DONALD C. JENSEN, INCORPORATOR

STATE OF FLORIDA

]

] ss:

COUNTY OF PALM BEACH

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The foregoing instrument was acknowledged before me this 20 day of
OCTOBER, 2005 by DONALD C. JENSEN as incorporator of the afore-described
Articles of Incorporation, who is personally known to me and did take an oath.

NOTARY PUBLIC:

SIGN

PRINT

STATE OF FLORIDA AT LARGE (SEAL)
MY COMMISSION EXPIRES:



Garry M. Glickman
MY COMMISSION # GD252289 EXPIRES
November 9, 2007
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

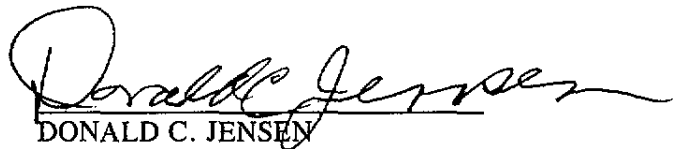
Magenta Technologies Inc, desiring to organize as a Corporation under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, has named Donald C. Jensen having an address at 1500 Clare Avenue, West Palm Beach, Florida 33401 as its agent to accept Service of Process within this State.

ACKNOWLEDGMENT

Having been named to accept Service of Process for the above named Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, accept the appointment, and agree to comply with the provisions of the Florida Statutes relative to keeping open said office.



Garry M. Glickman
MY COMMISSION # DD252289 EXPIRES
November 9, 2007
BONDED THRU TROY FAIN INSURANCE, INC.


DONALD C. JENSEN

SWORN TO AND SUBSCRIBED before me this 20 day of OCTOBER, 2005.



NOTARY PUBLIC - STATE OF FLORIDA

Name: _____
(Type, stamp or print)

Personally known ☒ or produced identification ☐. If produced identification, type or identification produced: _____

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