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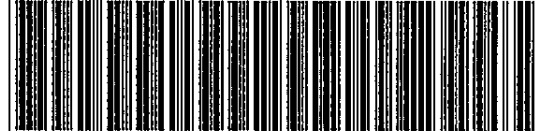
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DIVISION OF CORPORATIONS

APR 04 2006



CORPORATION SERVICE COMPANY'

ACCOUNT NO. : 072100000032

REFERENCE : 958817 82475A

AUTHORIZATION :

COST LIMIT : \$ 78.75

[Handwritten signature]

ORDER DATE : April 3, 2006

ORDER TIME : 10:47 AM

ORDER NO. : 958817-005

CUSTOMER NO: 82475A

DOMESTIC FILING

NAME: MATISSE ENTERPRISES, INC.

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Kimberly Moret - EXT. 2949

EXAMINER'S INITIALS: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MATISSE ENTERPRISES, INC.
A Florida Corporation

ARTICLE 1
NAME

The name of this corporation is Matisse Enterprises, Inc.

ARTICLE 2
TERM OF EXISTENCE

The term of existence of this corporation is perpetual. The date and time of commencement of the corporate existence is the time of filing of these articles of incorporation by the Department of State of the State of Florida.

ARTICLE 3
PURPOSE

The purpose for which this corporation is organized is to engage in any or all lawful business or businesses.

ARTICLE 4
ADDRESS

The street address of the initial principal office and the mailing address, of this corporation are as follows:

Street address: 10 Lakewood Park Drive
Ormond Beach, FL 32174-5172

Mailing address: 226 North Nova Road, Suite 107
Ormond Beach, FL 32174

ARTICLE 5
CAPITAL STOCK

A. Authorized Shares and Designation of Classes.

The total number of shares of all classes of stock which the Company shall have the authority to issue is 20,001,300 shares, which shall be divided into four classes as follows:

(1) Voting Common Stock. 10,000,000 shares of voting common stock having a par value of \$.01 per share ("Voting Common Shares").

(2) Non-Voting Common Stock. 10,000,000 shares of non-voting common stock having a par value of \$.01 per share ("Non-Voting Common Shares").

(3) Series A Preferred Stock. 300 shares of preferred stock having a par value of \$1,000.00 per share ("Series A Preferred Shares").

(3) Series B Preferred Stock. 1,000 shares of preferred stock having a par value of \$10,000.00 per share ("Series B Preferred Shares").

B. Issuance of Shares.

Shares of stock of the Company may be issued as follows:

(1) Common Shares. Voting Common Shares and Non-Voting Common Shares may be issued at such times, to such persons, in such denominations, and for such consideration as shall be determined from time to time by the Company's Board of Directors in its discretion.

(2) Series A Preferred Shares. Series A Preferred Shares may be issued at such times, to such persons and in such denominations as shall be determined from time to time by the Company's Board of Directors in its discretion. One Series A Preferred Share shall be issued for each \$1,000.00 of consideration paid.

(3) Series B Preferred Shares. Series B Preferred Shares may be issued at such times, to such persons and in such denominations as shall be determined from time to time by the Company's Board of Directors in its discretion. One Series B Preferred Share shall be issued for each \$10,000.00 of consideration paid.

(4) Fractional Shares. No fractional shares of stock of any class shall be issued.

C. Preferences, Limitations and Relative Rights.

The preferences, limitations and relative rights in respect to the shares of each such class are as follows:

(1) Voting Rights.

(a) Common Shares. Holders of Voting Common Shares shall have one vote per share on all matters on which shareholders are generally entitled to vote. Non-Voting Common Shares shall have no voting rights. Voting Common Shares and Non-Voting Common Shares otherwise shall be without distinction as to powers, rights and preferences.

(b) Series A Preferred Shares. Holders of Series A Preferred Shares are not entitled to vote, except as described herein. The affirmative vote of the holders of a majority of the outstanding Series A Preferred Shares, voting as a class, with one (1) vote per share, is required in order to create or authorize, or increase the authorized amount of, any class of stock, or any class of stock convertible into, or evidencing the right to purchase, shares of a class of stock ranking prior to the Series A Preferred Shares as to dividends or distributions of assets, except as may be provided in these articles. In addition, the affirmative vote of the holders of a majority of the outstanding Series A Preferred Shares is required (i) to amend the Company's Articles of Incorporation in any manner which would adversely affect the rights, powers or preferences of holders of the Series A Preferred Shares, (ii) to authorize the sale, lease or conveyance (other than by mortgage or pledge) of all or substantially all of the Company's assets or business in exchange for securities of another corporation, or (iii) to approve any merger or consolidation if the Company is not the surviving corporation and the Series A Preferred Shares are exchanged for securities of the surviving corporation unless, in the case of clauses (i) and (iii) above, the terms of the sale, lease, conveyance, consolidation or merger require that the holders of the Series A Preferred Shares receive securities of the surviving corporation having the same or better preferences and terms as the Series A Preferred Shares.

(c) Series B Preferred Shares. Holders of Series B Preferred Shares are not entitled to vote, except as described herein. The affirmative vote of the holders of a majority of the outstanding Series B Preferred Shares, voting as a class, with one (1) vote per share, is required in order to create or authorize, or increase the authorized amount of, any class of stock, or any class of stock convertible into, or evidencing the right to purchase, shares of a class of stock ranking prior to the Series B Preferred Shares as to dividends or distributions of assets, except as may be provided in these articles. In addition, the affirmative vote of the holders of a majority of the outstanding Series B Preferred Shares is required (i) to amend the Company's Articles of Incorporation in any manner which would adversely affect the rights, powers or preferences of holders of the Series B Preferred Shares, (ii) to authorize the sale, lease or conveyance (other than by mortgage or pledge) of all or substantially all of the Company's properties

or business in exchange for securities of another corporation, or (iii) to approve any merger or consolidation if the Company is not the surviving corporation and the Series B Preferred Shares are exchanged for securities of the surviving corporation unless, in the case of clauses (i) and (iii) above, the terms of the sale, lease, conveyance, consolidation or merger require that the holders of the Series B Preferred Shares receive securities of the surviving corporation having the same or better preferences and terms as the Series B Preferred Shares.

(d) Majority Vote. Any and all actions taken or authorized by any class of shares of the Company shall be taken or authorized by vote of a majority of the shares of the class voting thereon, unless a higher number of votes is required by applicable law or by the by-laws of the Company.

(2) Dividends. Holders of Common Shares, Series A Preferred Shares and Series B Preferred Shares, respectively, shall have the following rights with respect to payment of dividends:

(a) Common Shares. Subject to the dividend rights of the Series A Preferred Shares and the Series B Preferred Shares, the holders of Common Shares shall be entitled to receive, to the extent permitted by law, such dividends as may be declared from time to time by the board of directors. The holders of Common Shares shall be entitled to receive all dividends declared which are not required to be paid to holders of Preferred Shares.

(b) Series A Preferred Shares. Holders of Series A Preferred Shares, in the aggregate, shall be entitled to receive, when and as declared by the board of directors out of funds legally available therefor, dividends in the following amounts:

(i) For each calendar year, up to and including the first calendar year as of which the sum of all dividends paid to holders of Series A Preferred Shares, when averaged on a per annum basis, equals at least the total par value of all then outstanding Series A Preferred Shares (the "Series A 100% Return Year"), that percentage of seventy-five percent (75%) of all dividends paid as the par value of outstanding Series A Preferred Shares bears to the par value of all outstanding Series A and Series B Preferred Shares.

(ii) For each calendar year after the Series A 100% Return Year, that percentage of fifty percent (50%) of all dividends paid as the par value of outstanding Series A Preferred Shares bears to the par value of all outstanding Series A and Series B Preferred Shares.

Individual holders of Series A Preferred Shares shall be entitled to their proportionate shares of dividends paid with respect to Series A Preferred Shares, based on the number of shares of Series A Preferred Shares held.

(c) Series B Preferred Shares. Holders of Series B Preferred Shares, in the aggregate, shall be entitled to receive, when and as declared by the board of directors out of funds legally available therefor, dividends in the following amounts:

(i) For each calendar year, up to and including the first calendar year as of which the sum of all dividends paid to holders of Series B Preferred Shares, when averaged on a per annum basis, equals at least the total par value of all then outstanding Series B Preferred Shares (the "Series B 100% Return Year"), that percentage of seventy-five percent (75%) of all dividends paid as the par value of outstanding Series B Preferred Shares bears to the par value of all outstanding Series A and Series B Preferred Shares.

(ii) For each calendar year after the Series B 100% Return Year, that percentage of fifty percent (50%) of all dividends paid as the par value of outstanding Series B Preferred Shares bears to the par value of all outstanding Series A and Series B Preferred Shares.

Individual holders of Series B Preferred Shares shall be entitled to their proportionate shares of dividends paid with respect to Series B Preferred Shares, based on the number of shares of Series B Preferred Shares held.

(3) Redemption.

(a) Optional Redemption of Series A Preferred Shares. The Company may, at any time or times commencing on the earlier of December 31, 2016 or the date that is three (3) years after the last day of the Series A 100% Return Year, redeem all or any outstanding Series A Preferred Shares at a redemption price of \$1,000.00 per share, payable in cash. If fewer than all outstanding Series A Preferred Shares are to be redeemed, the shares to be redeemed shall be selected by the board of directors.

(b) Optional Redemption of Series B Preferred Shares. The Company may, at any time or times commencing on the earlier of December 31, 2016 or the date that is three (3) years after the last day of the Series B 100% Return Year, redeem all or any outstanding Series B Preferred Shares at a redemption price of \$10,000.00 per share, payable in cash. If fewer than all outstanding Series B Preferred Shares are to be redeemed, the shares to be redeemed shall be selected by the board of directors.

(c) Redemption Procedure. Notice of any such redemption shall be given by certified mail, postage prepaid, mailed not less than thirty (30) nor more than sixty (60) days prior to the date fixed for redemption, to the holders of record of the shares to be redeemed, at their respective addresses appearing on the books of the Company. Such notice shall state: (i) the date fixed for redemption; (ii) the redemption price; (iii) if less than all the shares held by such holder are to be redeemed, the number of shares to be redeemed from such holder; and (iv) the place where certificates for such shares are to be surrendered for payment of the redemption price. If such notice is so mailed, and if on or

before the date properly fixed for redemption, funds sufficient to redeem the shares called for redemption are set aside by the Company for the account of the holders of the shares to be redeemed, notwithstanding the fact that any certificates for shares called for redemption shall not have been surrendered for cancellation, on and after the redemption date the shares called for redemption shall be deemed to be no longer outstanding, dividends thereon shall cease to accrue, and all rights of the holders of such shares as shareholders of the Company with respect to such shares shall cease, except the right to receive the redemption price, without interest, upon surrender of the certificate representing such shares. Immediately upon surrender of the certificate for any shares so redeemed (duly endorsed or accompanied by appropriate instruments of transfer, if required by the Company in the notice) in accordance with the foregoing notice, the holders of record of such shares shall be entitled to receive the redemption price, without interest.

(4) Liquidation.

In the event of any liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, the rights of holders of each class of shares shall be as follows:

(a) Series A Preferred Shares. The holders of Series A Preferred Shares shall be entitled to receive and shall share ratably in the "Series A Percentage" of the "Series A Gross Allocation" of the assets available for distribution to shareholders of the Company. The "Series A Gross Allocation" of the assets available for distribution shall be the percentage of such assets that is derived by dividing the total par value of then outstanding Series A Preferred Shares by the total par value of then outstanding Series A and Series B Preferred Shares. The "Series A Percentage" of the "Series A Gross Allocation" of such assets shall be the percentage then applicable to Series A Preferred Shares for calculation of payment of dividends [i.e., either seventy-five percent (75%) or fifty (50%)]. However, the total amount to be received by the Series A Preferred Shareholders shall not in any event exceed the total par value of the then outstanding Series A Preferred Shares in the aggregate.

(b) Series B Preferred Shares. The holders of Series B Preferred Shares shall be entitled to receive and shall share ratably in the "Series B Percentage" of the "Series B Gross Allocation" of the assets available for distribution to shareholders of the Company. The "Series B Gross Allocation" of the assets available for distribution shall be the percentage of such assets that is derived by dividing the total par value of then outstanding Series B Preferred Shares by the total par value of then outstanding Series A and Series B Preferred Shares. The "Series B Percentage" of the "Series B Gross Allocation" of such assets shall be the percentage then applicable to Series B Preferred Shares for calculation of payment of dividends [i.e., either seventy-five percent (75%) or fifty (50%)]. However, the total amount to be received by the Series B Preferred Shareholders shall not in any event exceed the total par value of the then outstanding Series B Preferred Shares in the aggregate.

(c) Common Shares. After payment to the holders of Series A Preferred Shares and Series B Preferred Shares of the full amounts payable to them as above set forth, the remaining assets of the Company available for distribution to shareholders shall be payable to and distributed ratably among the holders of Common Shares.

(5) Reacquired Shares. Any Series A or Series B Preferred Shares redeemed or otherwise reacquired by the Company shall be restored to the status of authorized but unissued Series A or Series B Preferred Shares, as the case may be.

(6) Other.

(a) No Cumulative Voting. Shareholders having voting rights shall not have a right to cumulate their votes for directors or on any other matter.

(b) No Preemptive Rights. No shareholder of the Company shall have a preemptive right to acquire the Company's unissued shares or treasury shares, except that a holder of Series A Preferred Shares shall have the right to purchase that percentage of any Series B Preferred Shares that are offered for sale that is equal to the percentage of then outstanding Series A Preferred Shares that is then held by such holder of Series A Preferred Shares.

(c) Registration Rights. Holders of Series A and Series B Preferred Shares shall have "piggy-back" registration rights in connection with any registration statement which may be filed pursuant to any public offering of securities of the Company, upon the consent of the Company to such "piggy-back" registration rights, which consent shall be at the sole discretion of the Company but shall not be unreasonably withheld. Such consent shall be based upon a variety of factors, including, but not limited to, the Company's need for capital, the compatibility of the Series A or Series B Preferred Shares with the securities to be offered publicly, the availability of required information from the holders of Series A or Series B Preferred Shares who desire to sell their shares, and the consent of any underwriter used in connection with such public offering. In the event of such registration, the holders of the Series A and Series B Preferred Shares shall pay one hundred percent (100%) of the costs and expenses attributable to the registration of their shares and their pro-rata costs and expenses of the entire offering.

ARTICLE 6

REGISTERED OFFICE; REGISTERED AGENT

The street address of this corporation's initial registered office is 10 Lakewood Park Drive, Ormond Beach, FL 32174-5172. The name of its initial registered agent at that office is Jeanne Matisse.

ARTICLE 7
INCORPORATOR

The name and address of the incorporator of this corporation are as follows:

Jeanne Matisse
10 Lakewood Park Drive
Ormond Beach, FL 32174-5172

EXECUTION

The undersigned incorporator has executed these articles of incorporation this 30th day of March, 2006.


Jeanne Matisse

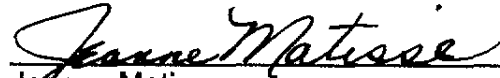
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Sections 607.0501 and 607.0505, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office/registered agent in the State of Florida.

1. The name of the corporation is: Matisse Enterprises, Inc.
2. The name and address of the registered agent and office are:

Jeanne Matisse
10 Lakewood Park Drive
Ormond Beach, FL 32174-5172

Dated March 30, 2006.



Jeanne Matisse

STATEMENT OF ACCEPTANCE

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 and I accept the duties and obligations of Section 607.0505, Florida Statutes.

 03/30/06

Jeanne Matisse Date