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## FLORIDA PROFIT/NON PROFIT CORPORATION

## INFLOT WORLDWIDE NETWORKS, INC.

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**7 PAGES INCLUDING COVER**

**MESSAGE:**

PLEASE SEE THE ATTACHED ARTICLES OF INCORPORATION OF INFLOT  
WORLDWIDE NETWORKS, INC. FOR FILING.

PLEASE CALL ME IF YOU HAVE ANY QUESTIONS.

**CC:** MARK J. SCHEER, ESQ.  
MICHELLE SANDERSON

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**ARTICLES OF INCORPORATION  
OF  
INFLOT WORLDWIDE NETWORKS, INC.**

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

**Article I**

**Name**

The name of the corporation is **INFLOT WORLDWIDE NETWORKS, INC.**

**Article II**

**Duration and Existence**

This corporation shall exist perpetually. The existence of the corporation shall commence on the date of execution of these articles, if filed with the Florida Secretary of State within five business days thereafter.

**Article III**

**Purpose**

This purpose of this corporation shall be to engage in any lawful act or activity for which corporations may be organized and incorporated under the Act.

**Article IV**

**Principal Office and Mailing Address**

The initial principal office address of the corporation is 2110 North Ocean Boulevard, Suite 8B, Ft. Lauderdale, Florida 33305.

The initial mailing address of the corporation is 2 South Biscayne Boulevard, Suite 3400, Miami, Florida 33131.

**THIS DOCUMENT PREPARED BY:**

Mark J. Scheer, Esq.  
Gunster, Yoakley & Stewart, P.A.  
2 South Biscayne Blvd., Suite 3400  
Miami, Florida 33131  
Tel: (305) 376-6040  
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## Article V

### Capital Stock

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 150,000,000 shares of stock, of which 100,000,000 shares shall be Common Stock having a par value of \$0.001 per share and 50,000,000 shares shall be Preferred Stock having a par value of \$1.00 per share. The Board of Directors of the Corporation is authorized to fix the designations and powers, preferences and relative participating, optional or other rights of Preferred Stock, if any, and to fix the qualifications, limitations or other restrictions thereof, including, without limitation, dividend rights and preferences over dividend on Common Stock, rights and terms of redemption, redemption price and liquidation preferences.

Unless otherwise provided hereinafter or in any articles of amendment providing for the determination of a class or series of stock, shares of capital stock of the Corporation that have been issued and which are subsequently acquired by the Corporation shall constitute issued but not outstanding shares of the same class and series, until canceled or disposed of (whether by resale or otherwise) by the Corporation, and upon cancellation, the canceled shares shall constitute authorized and unissued shares of the same class and shall be undesignated as to series.

For purposes of determining funds lawfully available for any dividends or other distribution upon shares of stock, amounts needed to satisfy the rights of shareholders upon dissolution who have preferential rights superior to those of shareholders of the stock receiving such dividend or distribution shall not be deducted from the Corporation's total assets.

- (b) Preemptive Rights. Shareholders shall have no preemptive rights.
- (c) Cumulative Voting. Cumulative voting shall not be permitted.

## Article VI

### Initial Registered Office and Agent

The street address of the initial registered office of this corporation is: 2 South Biscayne Boulevard, Suite 3400, One Biscayne Tower, Miami, Florida 33131, and the name of the initial registered agent of this corporation at that address is: GY Corporate Services, Inc.

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Article VIIIncorporator

The name and street address of the incorporator of this corporation are:

Mark J. Scheer, Esq.  
c/o Gunster Yoakley  
Suite 3400 - One Biscayne Tower  
2 South Biscayne Boulevard  
Miami, Florida 33131

Article VIIIIndemnification

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a corporation as set forth in the applicable provisions of the Act (currently Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time, the Corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of such Act (subject to any limitations contained in an agreement entered into by such person and the Corporation), from and against any and all of the expenses or liabilities incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding (collectively, "proceeding") (other than in a proceeding (a) initiated by such person (unless authorized by the Board of Directors of the Corporation), or (b) wherein the corporation and such person are adverse parties except for proceedings brought derivatively or by any receiver or trustee) or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent.

Expenses (including attorney's fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative proceeding shall be paid by the corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the corporation as authorized in this section. Such expenses (including attorneys' fees) incurred by other employees and agents shall also be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate. The indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal and other legal representatives of such a person. Except as otherwise provided above, an adjudication of liability shall not affect the right to indemnification for those indemnified.

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**Article IX****Affiliated Transactions**

This corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as in effect on the date hereof and as amended from time to time, relating to affiliated transactions.

**Article X****Control Share Acquisitions**

This corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as in effect on the date hereof and as amended from time to time, relating to control share acquisitions.

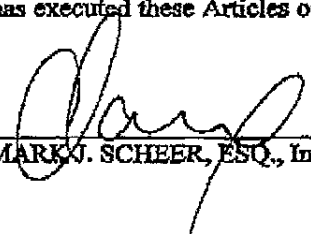
**Article XI****Bylaws**

The bylaws may be adopted, altered, amended, or repealed by either the shareholders or the board of directors, but the board of directors may not amend or repeal any bylaws adopted by shareholders if the shareholders specifically provide such bylaws are not subject to amendment to repeal by the directors.

**Article XII****Amendment**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles on the 6<sup>th</sup> day of April, 2006.

  
MARK J. SCHEER, ESQ., Incorporator

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**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above stated Corporation, at the place designated in these Articles, the undersigned hereby agrees to act in this capacity, and the undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

GY Corporate Services, Inc.

By: 

Mark J. Scheer, President

Dated: April 6, 2006

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