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SECHETARY OF STAIL
DIVISION OF CORPORATION

UH

#### **COVER LETTER**

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

SUBJECT: Intelligent Man, Inc.	
(PROPOSED CORPO	DRATE NAME – <u>MUST INCLUDE SUFFIX</u> )
Enclosed are an original and one (1) copy of the	articles of incorporation and a check for:
\$70.00 \$\infty\\$78.75\$  Filing Fee Filing Fee & Certificate of Status	S78.75 S87.50 Filing Fee Filing Fee, & Certified Copy Certified Copy & Certificate of Status ADDITIONAL COPY REQUIRED
FROM: Quang Ngoc Pham	
No.	ame (Printed or typed)
1408 Scenic Oak Drive	Address
Orange Park, Florida	<b>32065</b> City, State & Zip
904-504-1408	ne Telephone number
Dayin	ne receptione number

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

## JECRETARY OF STATE DIVISION OF CORPORATIONS 06 SEP 26 PM 3: 33

### ARTICLES OF INCORPORATION OF INTELLIGENT MAN, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

#### ARTICLE I NAME

The name of the corporation shall be Intelligent Man, Inc.

#### ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the States of Florida, or any other state, county, territory on nation.

#### ARTICLE III CAPPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1 per share.

#### ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be Ngoc Pham, 1408 Scenic Oak Drive, Orange Park, FL 32065 and the name of the initial Registered Agent for the corporation at that address is Quang Ngoc Pham.

#### ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulation issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

#### ARTICLE VI TERM OF EXISTENCE

This corporation shall exit perpetually.

ARTICLE VII LIMITATION OF LIABILITY

• Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by the law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder of officer may be entitled, as a matter of law.

#### ARTICLE VIII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in such contract, act or transaction, or are directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of corporation may vote upon any transaction with the corporation without regard to the fact that she is also a director of such subsidiary or corporation.

#### ARTICLE IX DIRECTOR

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

1. Quang Ngoc Pham 100 shares President & Secretary

#### ARTICLE X CORPORATORS

The name and address of the incorporator are: Quang Ngoc Pham, 1408 Scenic Oak Drive, Orange Park, FL 32065.

IN WITNESS WHEREOF, the undersigned has hereunto set their hand and seal on this \_\_\_\_\_\_ day of \_\_\_\_\_\_\_, 2006

Quang Ngoc Pham

STATE OF FLORIDA COUNTY OF DUVAL

The foregoing instrument was executed and acknowledged before me this 20 day of September 20, 2006, by whom has produced ID# PCOO-714-76-013-9 as the identification and who did take an oath.

Notary Publi

State of + Love

My Commission Expires

20

(SEAL)

MARCO H. TRAN

MY COMMISSION # DD 583181

EXPIRES: July 24, 2010

1-800-3-NOTARY FL Notary Discount Assoc. Co.

DIVISION OF CORPORATIONS

### DESINATION AND ACCEPTANCE BY REGISTERED AGENT

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The following is submitted in compliance with the laws of the State of Florida, a corporation organizing under the laws of the State of Florida, with its principal office located at 1408 Scenic Oak Drive, Orange Park, FL 32065 has named Quang Ngoc Pham whose address is 1408 Scenic Oak Drive, Orange Park, FL 32065, as its Agent to accept service of process within this State.

#### ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

Quang Ngoc Pham

STATE OF FLORIDA COUNTY OF DUVAL

BEFORE ME, the undersigned authority, this day personally appeared Quang Ngoc Pham, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that she has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 20 day of September 20, 2006.

(SEAL)

Notary Public

State of Loreda

My Commission Expires:

MARCO H. TRAN MY COMMISSION # DD 563181 EXPIRES: July 24, 2010

BOD-3-NOTARY

FL Notary Discount Assoc, Co.