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## FLORIDA PROFIT/NON PROFIT CORPORATION

teslar - innervoice, inc.

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ARTICLES OF INCORPORATION  
-OF-  
TESLAR - INNERVOICE, INC.

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The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida Business Corporation Act.

**FIRST:** The name of the corporation (hereinafter called the Corporation) is TESLAR - INNERVOICE, INC.

**SECOND:** The duration of the Corporation shall be perpetual.

**THIRD:** The purposes for which the Corporation is initially organized, which shall continue to be the purposes of the Corporation until and unless the same shall be amended pursuant to the provisions of the Florida Business Corporation Act, and which shall include the authority of the Corporation to transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act, are as follows:

To develop, promote artists and to manage and oversee the marketing and promotion of artists and to carry on general mercantile, industrial, investing, and trading business in all its branches; to devise, invent, manufacture, fabricate, assemble, install, service, maintain, alter, buy, sell, import, export, license as licensor or licensee, lease as lessor or lessee, distribute, job, enter into, negotiate, execute, acquire, and assign contracts in respect of, acquire, receive, grant, and assign licensing arrangements, options, franchises, and other rights in respect of, and generally deal in and with, at wholesale and retail, as principal, and as sales, business, special, or general agent, representative, broker, factor, merchant, distributor, jobber, advisor, and in any other lawful capacity, goods, wares, merchandise, commodities, and unimproved, improved, finished, processed, and other real, personal, and mixed property of any and all kinds, together with the components, resultants, and by-products thereof; to acquire by purchase or otherwise own, hold, lease, mortgage, sell, or otherwise dispose of, erect, construct, make, alter, enlarge, improve and to aid or subscribe toward the construction, acquisition or improvement of any factories, shops, storehouses, buildings and commercial and retail establishments of every character, including all equipment, fixtures, machinery, implements and supplies necessary, or

This instrument was prepared by:  
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Isicoff, Ragatz & Koenigsberg, P.L.  
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Florida Bar No. 435740

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incidental to, or connected with, any of the purposes or business of the Corporation; and generally to perform any and all acts connected therewith or arising therefrom or incidental thereto, and all acts proper or necessary for the purpose of the business.

To engage generally in the real estate business as principal, agent, broker, and in any lawful capacity, and generally to take, lease, purchase or otherwise acquire, and to own, use, hold, sell, convey, exchange, lease, mortgage, work, clear, improve, develop, divide, and otherwise handle, manage, operate, deal in and dispose of real estate, real property, lands, multiple-dwelling structures, houses, buildings and other works and any interest or right therein; to take, lease, purchase or otherwise acquire, and to own, use, hold, sell, convey, exchange, hire, lease, pledge, mortgage, and otherwise handle, and deal in and dispose of, as principal, agent, broker, and in any lawful capacity, such personal property, chattels, chattels real, rights, easements, privileges, choses in action, notes, bonds, mortgages, and securities as may lawfully be acquired, held, or disposed of; and to acquire, purchase, sell, assign, transfer, dispose of, and generally deal in and with, as principal, agent, broker, and in any lawful capacity, mortgages and other interests in real, personal, and mixed properties; to carry on a general construction, contracting, building, and realty management business as principal, agent, representative, contractor, subcontractor, and in any other lawful capacity.

To apply for, register, obtain, purchase, lease, take licenses in respect of or otherwise acquire, and to hold, own, use, operate, develop, enjoy, turn to account, grant licenses and immunities in respect of, manufacture under and introduce, sell, assign, mortgage, pledge or otherwise dispose of, and, in any manner, deal with and contract with reference to:

(a) inventions, devices, formulae, processes and any improvements and modifications thereof;

(b) letters patent, patent rights, patented processes, copyrights, designs, and similar rights, trade marks, trade symbols and other indications of origin and ownership granted by or recognized under the laws of the United States of America or of any state or subdivision thereof, or of any foreign country or subdivision thereof, and all rights connected therewith or appertaining thereunto;

(c) franchises, licenses, grants and concessions.

To have all of the powers conferred upon corporations organized under the Florida Business Corporation Act.

#### **FOURTH:**

(a) The Corporation shall have authority to issue two classes of stock, 100,000 shares of Class A Voting Stock \$.10 par value and 100,000 shares of Class B Non-Voting Stock \$.10 par value. The Class A Voting Stock and the Class B Non-Voting Stock shall be of equal rank and shall entitle the holders thereof to the same rights and privileges, except as hereinafter expressly provided.

(b) The holders of the Class A Voting Stock and the holders of the Class B Non-Voting Stock shall be entitled to dividends, when, as and if declared by the Board of Directors of the Corporation, payable at such time or times as the Board of Directors may determine and any dividend declared by the Board of Directors shall be declared and paid upon the outstanding shares of the Class A Voting Stock and the Class B Non-Voting Stock in equal amounts without preference or priority of one class of stock over the other. In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the holders of the Class A Voting Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets of the Corporation to the holders of Class B Non-Voting Stock by reason of their ownership thereof, an amount per share equal to, the un-reimbursed capital investment made to the Corporation (appropriately adjusted to reflect subsequent stock splits, stock dividends, combinations or other recapitalizations), plus declared but unpaid dividends (appropriately adjusted to reflect subsequent stock splits, stock dividends, combinations or other recapitalizations).

(c) Upon the completion of the distribution required by Section 4(b) above, the remaining assets of the Corporation available for distribution to stockholders shall be distributed among the holders of all Common Stock pro rata based on the number of shares of Common Stock in equal amounts per share and without preference or priority of one class of stock over the other.

(d) The holder of the Class B Non-Voting Stock shall have no voting power, all rights to vote and all voting power, including, but not limited to, actions required by a vote or consent of the holder of all shares, being vested exclusively in the holders of the Class A Voting Stock, except as specifically limited by the Florida Business Corporations Act.

**FIFTH:** The name and address of the initial registered agent of the Corporation in the State of Florida is:

#### **NAME**

JAY KOENIGSBERG

#### **ADDRESS**

1200 Brickell Avenue  
Suite 1900  
Miami, Florida 33131

**SIXTH:** The address of the initial principal office is of the Corporation is:

17555 Collins Avenue  
Suite TS2  
Sunny Isles Beach, Florida 33160

**SEVENTH:** The number of directors constituting the initial Board of Directors of the Corporation is 2 which may be increased by the bylaws.

The name and address of each person who is to serve as a member of the initial Board of Directors of the Corporation is as follows:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Ilonka Harezi	17555 Collins Avenue Suite TS2 Sunny Isles Beach, Florida 33160
Courtland Reeves	17555 Collins Avenue Suite TS2 Sunny Isles Beach, Florida 33160

**EIGHTH:** The name and address of the incorporator is:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Jay Koenigsberg	1200 Brickell Avenue Suite 1900 Miami, Florida 33131

**NINTH:** The goals of the Corporation are to, among other things, promote harmony among all people, encourage acts of generosity and facilitate peace in the world.

The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification 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 disinterested directors, or otherwise, both as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

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**TENTH:** The corporate existence of the Corporation shall commence as of the date and time upon which the incorporator named in these Articles of Incorporation shall have subscribed and acknowledged the same.

Signed on May 16, 2007

Jay Koenigsberg  
INCORPORATOR

STATE OF FLORIDA )

) SS:

COUNTY OF MIAMI-DADE )

THE FOREGOING INSTRUMENT was acknowledged before me this 16<sup>th</sup> day of May, 2007 by JAY KOENIGSBERG as the incorporator of TESLAR-INNERVOICE, INC. He is personally known to me or produced \_\_\_\_\_ as identification.

Notary Public State  
of Florida at Large

[Notarial Seal]

My Commission Expires:



**ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT**

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned does hereby accept its appointment as registered agent on which process may be served within the State of Florida for TESLAR-INNERVOICE, INC.

JAY KOENIGSBERG

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