

P07000086646

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H07000194146 3)))



H070001941463ABC%

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 205-0381

From: *Debbie Thacker*
Account Name : FOWLER, WHITE 2
Account Number : I19990000148
Phone : (813) 228-7411
Fax Number : (813) 228-9401

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 JUL 31 PM 12:34

FILED

File # 101-4980

FLORIDA PROFIT/NON PROFIT CORPORATION

entre nous solutions, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing Menu

Help

Fax Audit No. H07000194146 3
Page 1 of 5

Articles of Incorporation
of
entre nous solutions inc.

FILED
07 JUL 31 PM 12:34
CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act (the "Florida Act"), adopts the following articles of incorporation for such corporation (the "Corporation");

Article I
Name

The name of the Corporation is:

entre nous solutions inc.

Article II
Initial Principal Office and Mailing Address

The Corporation's initial principal office and mailing address is:

19231 Wind Dancer St.
Lutz, Florida 33558

Article III
Capital Stock

(a) The total number of shares of capital stock authorized to be issued by the Corporation (the "Shares") shall consist of one class only and shall be comprised of 300,000 shares of common capital stock without par value of which (i) 150,000 shares shall be designated voting shares (the "Voting Shares"), entitling the holders thereof to one (1) vote with respect to all matters to be properly voted on by the shareholders of the Corporation, and (ii) 150,000 shares shall be designated non-voting shares (the "Non-Voting Shares"), entitling the holders thereof to no voting rights, except as otherwise required by the Florida Act. Each Voting Share and each Non-Voting Share shall participate equally in all dividends paid by the Corporation and in the assets of the Corporation upon its liquidation or dissolution. All or any part of the Shares may be paid for in cash, in property, or in labor or services actually performed for the Corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All Shares when issued shall be paid for and shall be nonassessable.

(b) In the election of directors of the Corporation there shall be no cumulative voting of the Shares entitled to vote at such election.

Fax Audit No. H07000194146 3
Page 2 of 5

Article IV
Restrictions on Transfer of Shares

Unless otherwise restricted, any shareholder, including the heirs, assigns, executors or administrators of a deceased shareholder, desiring to sell or transfer such stock owned by such shareholder or them, shall first offer it to the Corporation through the Board of Directors, in the manner following:

The shareholder shall notify the directors of such shareholder's desire to sell or transfer by notice in writing, which notice shall contain the price at which such shareholder is willing to sell or transfer and the name of an arbitrator. The directors shall within thirty (30) days thereafter either accept the offer, or by notice to such shareholder in writing, name a second arbitrator and these two shall name a third. It shall then be the duty of the arbitrators to ascertain the value of the stock, and if any arbitrator shall neglect or refuse to appear at any meeting appointed by the arbitrators, a majority may act in the absence of such arbitrators.

After the acceptance of the offer, or the report of the arbitrators as to the value of the stock, the directors shall have thirty (30) days within which to purchase the same at such valuation, but if at the expiration of thirty (30) days, the Corporation shall not have exercised the right so to purchase, the owner of the stock shall be at liberty to dispose of the same in any manner such shareholder may see fit. No shares of stock shall be sold or transferred on the books of the Corporation until these provisions have been complied with, but the Board of Directors may in any particular instance waive the requirement.

Any other restrictions on certain stocks issued shall have such restrictions set forth on the back of each share of stock so restricted, if any, including but not limited to any preemptive rights and redemption rights.

Article V
Initial Registered Agent and Office

The street address of the Corporation's initial registered office is 501 E. Kennedy Blvd., Suite 1700, Tampa, Florida 33602, and the name of the Corporation's initial registered agent at that address is Fowler White Boggs Banker P.A., c/o Stanley K. Kinnett II, Esq.

Article VI
Incorporator

The name and address of the incorporator are:

<u>Name</u>	<u>Address</u>
Laura T. Porter	19231 Wind Dancer St. Lutz, Florida 33558

Fax Audit No. H07000194146 3
Page 3 of 5

Article VII
Initial Directors

The Corporation initially shall have three (3) directors, whose names and addresses are:

<u>Name</u>	<u>Address</u>
Laura T. Porter	19231 Wind Dancer St. Lutz, Florida 33558
Susan P. Quinn	6625 Phoenix Placc Plano, Texas 75023
Cathy A. Quinn	52-24 65 th Pl., #6m Maspeth, New York 11378

Article VIII
Indemnification

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages to the Corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Act.

The Corporation shall indemnify to the full extent permitted by law any person who is made, or is threatened to be made, a party to any action suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served any other enterprises at the request of the Corporation. If the Florida Act is amended after the filing of these Articles of Incorporation of which this Article VIII is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Act as so amended.

Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

Fax Audit No. H07000194146 3
Page 4 of 5

Article IX
Amendment of Articles of Incorporation

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the shareholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles of Incorporation for the uses and purposes therein stated.



Laura T. Porter, Incorporator

Fax Audit No. H07000194146 3
Page 5 of 5

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for **entre nous solutions inc.**, at the place designated as the registered office, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of my position as registered agent.

FOWLER WHITE BOGGS BANKER P.A.

By: Stanley K. Kinnett II

Stanley K. Kinnett II
Authorized Agent

FILED
07 JUL 31 PM 12:34
CLERK OF STATE
TALLAHASSEE, FLORIDA