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### CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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SECRETARY OF STATE TALLAHASSEE. FLORIDA

	Art of Inc. File
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	Foreign Corp. File
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	RA Resignation
	Dissolution / Withdrawal
	Annual Report / Reinstatement
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	Photo Copy
	Certificate of Good Standing
	Certificate of Status
	Certificate of Fictitious Name
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	Officer Search
	Fictitious Search
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	Vehicle Search
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	UCC 11 Retrieval
	Courier

#### ARTICLES OF INCORPORATION

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OF

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BANM, INC.

SECRETARY OF STATE TALLAHASSEE, FLORIDA

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

#### ARTICLE I - Name

The name of the corporation is BANM, Inc.

#### ARTICLE II - Principal Office and Mailing Address of the Corporation

The address of the principal office of the corporation is 651 Danville Drive, Suite #101, Orlando, Florida 32825 and its mailing address is the same.

#### ARTICLE III - Commencement and Duration

The corporation is to commence its corporate existence effective immediately, and shall exist perpetually thereafter until dissolved according to law.

#### **ARTICLE IV - Purpose**

The corporation is organized for the purpose of transacting any and all lawful business.

#### ARTICLE V - Stock

The corporation is authorized to issue ten thousand (10,000) shares of \$0.25 par value common stock, which shares shall be a single class.

#### **ARTICLE VI - Preemptive Rights**

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price offered to others, a pro rata portion of any stock of any class that the corporation may issue or sell, whether or not of unissued shares authorized

by the articles of incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof.

#### ARTICLE VII - Board of Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors.

The corporation shall have one director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the corporation.

The name and street address of the initial directors who shall hold office until their successors, who shall be chosen at the first meeting of the stockholders have qualified, shall be:

Name

**Business Address** 

Randall K. Barnhill

651 Danville Drive, Suite 101 Orlando, Florida 32825

#### **ARTICLE VIII - Indemnification**

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

#### **ARTICLE IX - Bylaws**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend, or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended, or repealed by the board of directors.

#### ARTICLE X - Amendment

These articles of incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

#### **ARTICLE XI - Incorporator**

The name and address of the Incorporator to these articles of incorporation are:

Name

Address

Randall K. Barnhill

651 Danville Drive, Suite 101 Orlando, Florida 32825

#### ARTICLE XII - Initial Registered Agent

The name and street address of the registered agent of the Corporation in the State of Florida is Randall K. Barnhill, located at 651 Danville Drive, Suite #101, Orlando, Florida 32825.

RANDALL K. BARNHILL, Incorporator

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared RANDALL K. BARNHILL, who is personally known to me or who [ ]has produced \_\_\_\_\_\_ as identification.

WITNESS my hand and official seal this 5th day of February, 2008.

(NOTARIAL SEAL)

Notary Public

State of Florida at Large

My Commission Expires: [0]12/09

To: The Department of State Tallahassee, Florida 32304

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## CERTIFICATE DESIGNATING PLACE OF BUSINESS OF ADOMASTICE, FLORIDA FOR THE SERVICE OF PROCESS WITHIN FLORIDA NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 607.0501 of the Florida General Corporation Act, the following is submitted:

BANM, INC., with its place of business at 651 Danville Drive, Suite #101, Orlando, Florida 32825, has named Randall K. Barnhill located at that address, as its agent to accept service of process within Florida.

Dated: February 15ty., 2008.

RANDALL K. BARNHILL, Incorporator

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 am familiar with and accept the duties and obligations of Chapter 607 of the Florida General Corporation Act.

Dated February 5th, 2008.

RÁNDALL K. BARNHILL

Registered Agent