

PD8000041891

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☒ WAIT

☐ MAIL

(Business Entity Name)

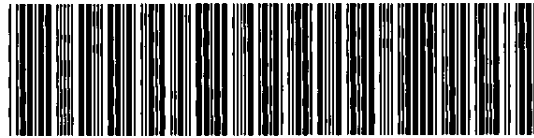
(Document Number)

Certified Copies 1

Certificates of Status 1

Special Instructions to Filing Officer:

Office Use Only



300120391593

03/17/08--01026--009 **78.75

04/25/08--01026--025 **35.00

RECEIVED
08 MAR 17 PM 12:25
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED
08 APR 25 PM 12:22
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
08 APR 25 PM 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

108-13907



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 17, 2008

FROHLING ASSOCIATES, LLC
17 FULTON STREET
NEWARK, NJ 07102

SUBJECT: FOTOGRAFIX USA, INCORPORATED
Ref. Number: W08000013907

We have received your document for FOTOGRAFIX USA, INCORPORATED and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

You must list at least one incorporator with a complete business street address.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6879.

Ruby Dunlap
Regulatory Specialist II
New Filing Section

Letter Number: 008A00015988

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Fotografix USA Inc.
(Name of Resulting Florida Profit Corporation)

The enclosed Certificate of Conversion, Articles of Incorporation, and fees are submitted to convert an "Other Business Entity" into a "Florida Profit Corporation" in accordance with s. 607.1115, F.S.

Please return all correspondence concerning this matter to:

John Frohling, Esq.

(Contact Person)

Frohling Associates, LLC

(Firm/Company)

17 Fulton Street

(Address)

Newark, New Jersey 07102

(City, State and Zip Code)

For further information concerning this matter, please call:

John Frohling

(Name of Contact Person)

at (973)

622-2800
(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$105.00 Filing Fees

☒ \$113.75 Filing Fees
and Certificate of
Status

☐ \$113.75 Filing Fees
and Certified Copy

☐ \$122.50 Filing Fees,
Certified Copy, and
Certificate of Status

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED

Certificate of Conversion

For

"Other Business Entity"

Into

Florida Profit Corporation

08 APR 25 PM 12:32

SECRETARY OF STATE
TALLAHASSEE FLORIDA

This Certificate of Conversion **and attached Articles of Incorporation** are submitted to convert the following **"Other Business Entity"** into a **Florida Profit Corporation** in accordance with s. 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

Fotografix USA LLC

LOT-53617

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a limited liability company
(Enter entity type. Example: limited liability company, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Florida

(Enter state, or if a non-U.S. entity, the name of the country)

on May 21, 2007

(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

4. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation**:

Fotografix USA, Inc.

(Enter Name of Florida Profit Corporation)

5. If not effective on the date of filing, enter the effective date: _____
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Articles of Incorporation, if an effective date is listed therein.)

Signed this 1st day of April, 2008.

Signature:  cis + President.
(Must be signed by a Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator.)

Printed Name: RAYMOND HATCHER Title: President.

Fees:

Certificate of Conversion:	\$35.00
Fees for Florida Articles of Incorporation:	\$70.00
Certified Copy:	\$8.75 (Optional)
Certificate of Status:	\$8.75 (Optional)

ARTICLES OF INCORPORATION
OF
FOTOGRAFIX USA, INCORPORATED

FILED
08 APR 25 PM 12:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Fotografix USA, Incorporated does file the following Articles of Incorporation, pursuant to Section 607.0202 of the Florida Business Corporation Act.

ARTICLE I - NAME

The name of this Corporation shall be: FOTOGRAFIX USA, INCORPORATED.

ARTICLE II - PLACE OF BUSINESS

The principal place of business of this Florida Corporation shall be 2500 Quantum Lakes Boulevard, Suite 203, Boynton Beach Florida, 33426, but it may establish offices and agencies in any place or places in or out of the State of Florida.

ARTICLE III - PURPOSE AND GENERAL POWERS

The general purpose of this Corporation shall be the transaction of any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, as amended (hereinafter referred to as the "Act"). This Corporation shall have all the powers enumerated in the Act and all such powers as are not specifically prohibited to corporations for profit under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

(a) Amount and Designation - The aggregate number of Shares which this Corporation shall have authority to issue is 20,000,000 Shares of common stock having a par value of \$.001 per share, which shall be designated "Common Stock."

(b) Voting Rights of Stockholders - At each meeting of the stockholders, every holder of Common Stock shall be entitled to cast one vote, on each matter on which stockholders of record shall be entitled to vote, for each share of such stock standing in such holder's name on the record books of the Corporation on the record date fixed for the determination of stockholders entitled to vote at such meeting. Such holders shall vote together on all such matters and not by classes or series, except when and as may be otherwise required by law or these Articles of Incorporation.

(c) Payment for Common Stock - All or any of the Common Stock of the Corporation, if sold, may be paid for in cash, but may also be paid for in property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, labor or services may also be purchased or paid for with Common Stock at a just valuation of such property, labor or services, to be fixed by the Board of Directors of the Corporation at a meeting called for such purpose. In no event shall such just valuation be less than par value.

(d) No Preemptive Rights - No holders of shares of any class of the capital stock of the Corporation shall have as a matter of right any preemptive or preferential right to subscribe for, purchase, receive or otherwise acquire any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or any bonds, debentures, notes, or other securities of the Corporation, whether or not convertible into shares of stock of the Corporation.

ARTICLE V – DIVIDENDS

The Board of Directors shall have the right to declare dividends on the Company's common stock in either cash or Shares of stock and may split the common stock or reverse split or subdivide the shares of Common Stock, without the requirement of stockholder approval and may create classes of Preferred Stock, including the terms thereof, without the necessity of stockholder approval.

ARTICLE VI - TERM

This Corporation shall have perpetual existence.

ARTICLE VII – REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation shall be 2065 Thomasville Road, Suite 102, Tallahassee, Florida 32308, and the registered agent of the Corporation at such address shall be DAVISSON F. DUNLAP, JR. ESQ. The Corporation may change its registered agent or the location of its registered office, from time to time, without amendment to these Articles of Incorporation.

ARTICLE VIII - BUSINESS

The business of this Corporation shall be conducted by the Board of Directors and by the following officers: Chairman of the Board, President, one or more Vice Presidents, Secretary, Treasurer, and Controller. The Board of Directors shall consist of shall be fixed by the Board of Directors. More than one office may be held by one and the same person. The Board of Directors may appoint an Executive Committee and such other committees and officers of the Corporation, having such powers, duties and terms of office as such Board of Directors may deem advisable, and as may be provided by the bylaws of the Corporation.

ARTICLE IX - INDEMNIFICATION

The Corporation is authorized to provide indemnification of its directors, officers, employees and agents; whether by law, resolution of the Board of Directors, or vote of shareholders, subject only to the applicable limits upon such indemnification as set forth in the Florida Business Corporation Act. Any repeal or modification of this Article IX shall not adversely affect any right or protection of a director or officer of the Corporation existing at the time of such repeal or modification.

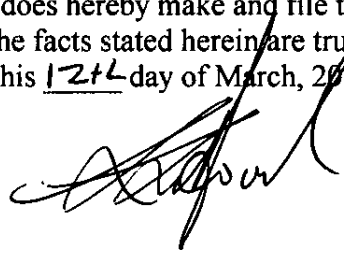
ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the Shareholders is subject to this reservation.

CERTIFICATE

The foregoing Articles of Incorporation were duly adopted by the Board of Directors of the Corporation in accordance with the Act on March 12, 2008 and by the holder of the Shares of common stock, being the sole Shares entitled to vote thereon, on March 12, 2008, and the number of votes cast for the foregoing Articles of Incorporation was sufficient for approval by such holder of common stock.

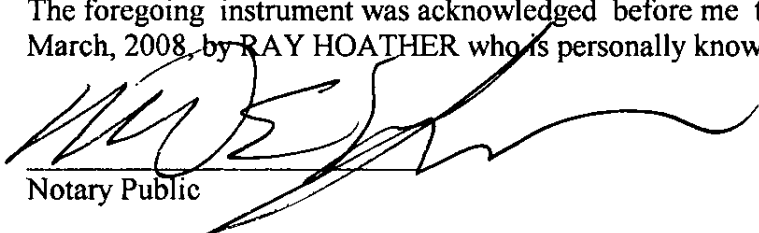
IN WITNESS WHEREOF, the undersigned does hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true and hereby subscribes thereto and hereunto sets his hand and seal this 12th day of March, 2008.



STATE OF NEW JERSEY)

COUNTY OF ESSEX)

The foregoing instrument was acknowledged before me this 12th day of March, 2008, by RAY HOATHER who is personally known to me.



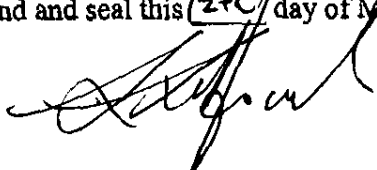
Notary Public

NOTARY PUBLIC OF NEW JERSEY
MY COMMISSION EXPIRES 5/28/2010

CERTIFICATE

The foregoing Articles of Incorporation were duly adopted by the Board of Directors of the Corporation in accordance with the Act on March 12, 2008 and by the holder of the Shares of common stock, being the sole Shares entitled to vote thereon, on March 12, 2008, and the number of votes cast for the foregoing Articles of Incorporation was sufficient for approval by such holder of common stock.

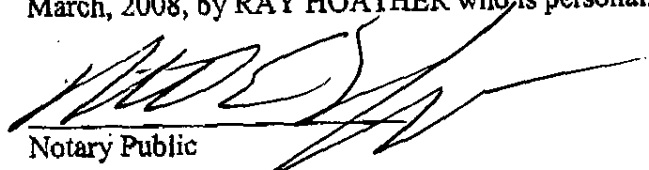
IN WITNESS WHEREOF, the undersigned does hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true and hereby subscribes thereto and hereunto sets his hand and seal this 24 day of March, 2008.



STATE OF NEW JERSEY)

COUNTY OF ESSEX)

The foregoing instrument was acknowledged before me this 24 day of March, 2008, by RAY HOATHER who is personally known to me.



Notary Public

NOTARY PUBLIC OF NEW JERSEY
MY COMMISSION EXPIRES 5/28/2010

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

Pursuant to the provisions of sections 48.091 and 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: Fotografix USA, Inc.
2. The name and address of the registered agent and office is:

Registered agent: Davisson F. Dunlap, Jr.

Registered office: 2065 Thomasville Road, Suite 102
Tallahassee, Florida 32308

Fotografix USA, Inc.

By: RAYMOND R. HORTHER
Its: President & CEO

Date: 3/12/08

FILED
08 APR 25 PM 12:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Acceptance of Registered Agent

Having been named registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, the undersigned hereby accepts said appointment and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as registered agent.

Davisson F. Dunlap, Jr.
Davisson F. Dunlap, Jr.
Registered Agent

Date: 12 Mar 08