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FLORIDA PROFIT/NON PROFIT CORPORATION

Discount Candles, Inc.

CP 8/4/09

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**Articles of Incorporation
of
Discount Candles, Inc.**

The undersigned does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation for profit under the laws of the State of Florida:

**ARTICLE I
Corporate Name**

The name of this corporation is: Discount Candles, Inc.

**ARTICLE II
Mailing Address**

The initial mailing address and street address of the corporation is: c/o Gary D. Lipson, Esq., 390 North Orange Avenue, Suite 1500, Orlando, Florida 32801.

**ARTICLE III
Capital Stock**

The total number of shares of capital stock which this corporation shall have the authority to issue is Two Hundred Ten Million (210,000,000) shares, consisting of Ten Million (10,000,000) shares of Preferred Stock having a par value of \$.0001 per share and Two Hundred Million (200,000,000) shares of Common Stock having a par value of \$.0001 per share.

The Board of Directors of this corporation is authorized, subject to the limitations prescribed by law, to provide for the issuance of shares of Preferred Stock in series and, by filing articles of amendment pursuant to the applicable laws of the State of Florida, to establish from time to time the number of shares of Preferred Stock to be included in each such series and to determine and fix the designations, powers, preferences and rights of the shares of each such series (including without limitation the voting rights, dividend rights and preferences, liquidation rights and preferences, and conversion rights, if any, thereof) and the qualifications, limitations and restrictions thereof.

All shares of Common Stock shall be identical with each other in every respect, and the holders thereof shall be entitled to one vote for each share of Common Stock on all matters upon which the shareholders have the right to vote.

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The holders of record of any outstanding shares of Preferred Stock shall be entitled to dividends, if any, as provided in the articles of amendment authorizing the series of Preferred Stock of which such shares are a part and if, when and as declared by the Board of Directors of the corporation. No dividends shall be declared and paid, or declared and set aside for payment, on the shares of Common Stock unless and until all dividends, current and accumulated, if any, accrued on the outstanding shares of Preferred Stock shall be declared and paid or a sufficient amount shall have been set aside for the payment thereof.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of the corporation, the holders of record of the outstanding shares of Preferred Stock shall be entitled to receive such amount, if any, for each share of Preferred Stock, as the Board of Directors of the corporation shall determine and fix in the articles of amendment authorizing the series of Preferred Stock of which such shares of Preferred Stock are a part, and no more. If the assets of the corporation shall not be sufficient to pay to all holders of Preferred Stock the amounts to which they would be entitled in the event of a voluntary or involuntary liquidation, dissolution or winding up of the corporation, then the holders of record of each series of Preferred Stock which is entitled to share in the assets of the corporation in any such event shall be entitled to share in the assets of the corporation to the extent, if any, and in the manner, determined by the Board of Directors of the corporation in the articles of amendment authorizing the series of Preferred Stock of which such shares are a part, and no more, and, in any such case, the holders of record of shares of Preferred Stock of the same series shall be entitled to share ratably in accordance with the number of shares of Preferred Stock of the series so held of record by them to the extent, if any, that the series is entitled to share in the assets of the corporation in such event. No payment shall be made to the holders of shares of Common Stock of the corporation in the event of the voluntary or involuntary liquidation, dissolution or winding up of the corporation unless the holders of record of shares of Preferred Stock shall have been paid the full amount to which they shall be entitled in such event or unless a sufficient amount shall have been set aside for such payment.

Upon the effectiveness of any "combination," as such term is defined in Section 607.10025(1) of the Florida Business Corporation Act, the authorized shares of the classes or series affected by the combination shall not be reduced or otherwise affected by the percentage by which the issued shares of such class or series were reduced as a result of the combination.

ARTICLE IV **Board of Directors**

The business and affairs of the corporation shall be managed by or under the direction of a Board of Directors consisting of not less than one nor more than fifteen persons. The exact number of directors within the minimum and maximum limitations specified in the preceding sentence shall be fixed from time to time by the Board of Directors pursuant to a resolution adopted by a majority of the entire Board of Directors.

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At each annual meeting of the shareholders, the shareholders shall elect the persons who shall serve as members of the Board of Directors for terms ending at the next annual meeting of the shareholders or as soon thereafter as their successors shall have been duly elected and qualified to serve; provided, however, that no decrease in the number of directors shall have the effect of shortening the term of any incumbent director.

Subject to the rights of the holders of any series of Preferred Stock then outstanding, newly created directorships resulting from any increase in the authorized number of directors or any vacancies in the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office or other cause shall be filled by a majority vote of the directors then in office, even if less than a quorum or by a sole remaining director, and the directors so chosen shall hold office for a term expiring at the next annual meeting of shareholders.

ARTICLE V

Registered Agent and Registered Office in Florida

The initial registered agent and the street address of the initial registered office of the corporation in the State of Florida shall be: Gary D. Lipson, 390 North Orange Avenue, Suite 1500, Orlando, Florida 32801.

ARTICLE VI

Incorporator

The name of the person signing these Articles of Incorporation as the sole incorporator is Gary D. Lipson and his address is 390 North Orange Avenue, Suite 1500, Orlando, Florida 32801.

ARTICLE VII

Indemnification

This corporation shall indemnify and hold harmless each and every one of its directors, officers, employees, attorneys and agents to the fullest extent permitted by the laws of the State of Florida.

Any amendment, alteration, change or repeal of this Article VII shall be prospective only and shall not affect the rights of any person to indemnification from the corporation for any alleged or actual liability arising prior to the effective date of any such amendment, alteration, change or repeal.

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ARTICLE VIII
Affiliated Transactions

This corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as in effect on the date hereof and as amended from time to time, relating to affiliated transactions.

ARTICLE IX
Control Share Acquisitions

This corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as in effect on the date hereof and as amended from time to time, relating to control share acquisitions.

ARTICLE X
Amendment

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

IN WITNESS WHEREOF, the undersigned sole incorporator has executed these Articles of Incorporation on August 3, 2009.



Gary D. Lipson, Sole Incorporator

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Acceptance of Registered Agent

The undersigned, named as the registered agent in Article V of the foregoing Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida General Corporation Act, including specifically Section 607.0505 thereof.

IN WITNESS WHEREOF, the undersigned registered agent has executed this instrument on August 3, 2009.



Gary D. Lipson, Registered Agent

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