

PO9000065978

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.**

(((H09000175013 3)))



H090001750133ABC

**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) 617-6381

From:

Account Name : SCHNEIDER WEINBERGER & BEILLY LLP  
Account Number : I20030000066  
Phone : (561) 362-9595  
Fax Number : (561) 362-9612

RECEIVED  
DEPARTMENT OF STATE  
09 AUG - 4 AM 11:18

**FLORIDA PROFIT/NON PROFIT CORPORATION**

**APHENOS CAPITAL INC.**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

FILED  
09 AUG - 4 AM 10:51  
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help



August 4, 2009

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

SCHNEIDER WEINBERGER & BEILLY LLP

SUBJECT: APHENOS CAPITAL INC.  
REF: W09000035318

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

Articles must be in numeric order. You have article IX listed twice.

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

Ruby Dunlap  
Regulatory Specialist II  
New Filing Section

FAX Aud. #: H09000175013  
Letter Number: 009A00026558

**ARTICLES OF INCORPORATION  
OF  
APHENOS CAPITAL INC.**

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I  
CORPORATE NAME**

The name of this Corporation shall be Aphenos Capital Inc.

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 720 Maritime Way, North Palm Beach, FL 33408.

**ARTICLE III  
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV  
CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be One Hundred Million (100,000,000) shares of common stock, par value \$.001 per share.

**ARTICLE V  
TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE VI  
REGISTERED AGENT AND  
INITIAL REGISTERED OFFICE IN FLORIDA**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

RECEIVED  
09 AUG -4 AM 10:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Douglas A. Glaser  
720 Maritime Way  
North Palm Beach, FL 33408

ARTICLE VII  
INCORPORATOR

The name address of the person signing these Articles of Incorporation as the Incorporator is Douglas A. Glaser, 720 Maritime Way, North Palm Beach, FL 33408.

ARTICLE VIII  
INITIAL DIRECTOR

The initial director of the Corporation shall be:

Douglas A. Glaser  
720 Maritime Way  
North Palm Beach, FL 33408

ARTICLE IX  
INDEMNIFICATION

To the fullest extent permitted by the Florida Business Corporation Act, the Corporation shall indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation, provided that such person is or was at the time a director of the Corporation; or (iv) is or was serving at the request of the Corporation as an officer of another Corporation, provided that such person is or was at the time a director of the corporation or a director of such other corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida Business Corporation Act, and except as otherwise provided in the previous sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact such person is or was an officer, employee or agent of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of this paragraph may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

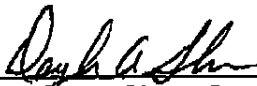
ARTICLE X  
AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE XI  
CONTROL SHARE ACQUISITIONS

This Corporation expressly elects to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 31<sup>st</sup> day of July 2009.

  
\_\_\_\_\_  
Douglas A. Glaser, Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND OFFICE FOR SERVICE FOR PROCESS**

APHENOS CAPITAL INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 720 Maritime Way, North Palm Beach, FL 33408 has named Douglas A. Glaser, whose address is 720 Maritime Way, North Palm Beach, FL 33408 as its agent to accept service of process within the State of Florida.

**ACCEPTANCE:**

Having been named to accept service of process for the above-named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

  
DOUGLAS A. GLASER

FILED  
09 AUG -4 AM 10:51  
CLERK OF STATE  
TALLAHASSEE, FLORIDA