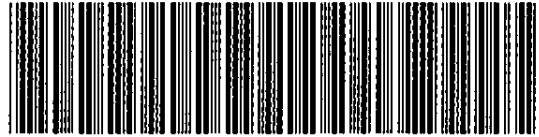


PO9000078001



500160016335

09/03/09--01013--003 **70.00

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

FILED
2009 SEP 17 P 5:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9-18-09
60-81-6
40044
202



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 17, 2009

MIKE BITTING
82 HARVARD ST.
ENGLEWOOD, FL 34223

2ND ML

SUBJECT: SILVER SCORPION HOLDINGS INC.
Ref. Number: W09000040044

We have received your document for SILVER SCORPION HOLDINGS INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal street address and/or a mailing address in the document. A post office box is not acceptable for the principal address.

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) 245-6995.

Wanda Cunningham
Regulatory Specialist II
New Filing Section

Letter Number: 509A00029649

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Silver Scorpion Holdings Inc.
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

~~☒~~ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Silver Scorpion Holdings INC.
Name (Printed or typed)

82 Harvard Street
Add

Englewood, Florida 34223

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
SILVER SCORPION HOLDINGS INC.
A Florida Corporation

FILED
2009 SEP 17 P 5:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being the original incorporator named herein, for the purpose of forming a corporation according to the provisions set forth in Chapter 607, Florida Statutes, also known as the Florida Business Corporations Act, to do business both in and outside the state of Florida, do create and file these Articles of Incorporation

I hereby declare that the facts stated herein are true.

Article 1 - Name and Address

Section 1.1 - Name. The name of the corporation shall be Silver Scorpion Holdings Inc.

Section 1.2 - Address. The address of the corporation's headquarters shall be 281 N. New York Avenue, Englewood, Florida 34223.

Article 2 - Registered Agent and Registered Office

Section 2.1 - Registered Agent. The corporation's registered agent shall be Mike Bitting.

Section 2.2 - Registered Agent's Office. The address of the registered agent's office is 281 N. New York Avenue, Englewood, Florida 34223

Article 3 - Stock

Section 3.1 - Number and Class. The total number of voting shares of common stock issued and authorized is one hundred thousand (100,000) at \$.001 par value.

Section 3.2 - No Preemptive Rights. Unless otherwise decided by the Board of Directors, no holder of the corporation's stock shall have any preference, preemptive right, or right of subscription to acquire any shares of the corporation's stock authorized, issued or sold or to be authorized, issued or sold, and convertible into shares of the corporation, nor to any right of subscription thereto.

Section 3.3 - Non-Assessability of Shares. The corporation's stock shall in no way be subject to assessment to pay any debt incurred by the corporation, nor for any other purpose, and no stock issued, be said stock held internally or externally, shall be assessed or assessable. The corporation's Articles of Incorporation shall not be amended to allow this under any circumstance.

Section 3.4 - Invulnerability of Shares. The corporation's stock shall in no way be subject to forfeiture or seizure by any judicial or law enforcement body or agency, or by any or all of their affiliates, to satisfy any judgment or court order against the corporation or the corporation's interests. The corporation's Articles of Incorporation shall not be amended to allow this under any circumstances.

Article 4 - Directors

Section 4.1 - Governing Board. The member or members of the governing board shall be known as Directors.

Section 4.2 - Initial Board of Directors. The initial board of directors shall consist of at least one (1) but no more than three (3) members. The name and address of an initial member of the initial board of directors is as follows:

Name

Address

Mike Bitting

281 N. New York Avenue, Englewood, Florida 34223

This individual shall serve as both Director and as Board of Directors.

Section 4.3 - Change in the Number of Directors. The number of Directors may be increased or decreased by a duly adopted amendment to these Articles of Incorporation.

Article 5 - Incorporator

The name of the incorporator is Mike Bitting.

Article 6 - Period of Duration

The corporation shall have a constant, indefinite existence.

Article 7 - Directors' and Officers' Liability

No Director or Officer of the corporation shall be held personally liable for damages of breach of fiduciary duty as a Director or Officer. Any modification to this article shall not change this premise.

Article 8 - Indemnity

Section 8.1 - Non-Liability in Business Dealings. No Director or Officer of the corporation shall be held personally liable for damages for any transaction, agreement, deal, or any other activity entered into or engaged in by the corporation in the course of transacting the corporation's business.

Section 8.2 - Non-Liability for All Corporate Debts. No Director or Officer shall be held personally liable for damages for any debt or obligation incurred by the corporation.

Section 8.3 - Non-Liability in Civil and Criminal Matters. No Director Officer shall be held personally liable for damages or judgments against the corporation as a result of any civil dispute, civil lawsuit or other civil action, nor shall any Director or Officer be held personally liable in any way in any criminal proceeding.

Section 8.4 - Immunity From Arrest. In conjunction with Section 8.3 above, no Director or Officer of the corporation shall be subject to arrest for any reason by any law enforcement agency, or any agency, government department, organization, company or outfit with the power to arrest, or any officer, representative or agent thereof, while transacting corporate business or otherwise working for the corporation in any way.

Section 8.5 - Non-Liability for All Associates Employed By the Corporation. Any outside individual or agency brought in by the corporation, either temporarily or permanently (henceforth known as Associates), to aid the corporation in the transaction of its business, shall be held liable for any damages as a result of any activity they're called upon to carry out.

Section 8.6 - Immunity From Arrest for All Associates Employed By the Corporation. No Associate brought in by the corporation for the purpose of assisting in the transaction of the corporation's business shall be subject to arrest for any reason by any law enforcement agency, or any agency, government department, organization, company or outfit with the power to arrest, or any officer, representative or agent thereof, while engaged in any activity the corporation has brought them in to carry out.

Section 8.7 - Remedies For Breach of Provisions Under This Article. Any law enforcement agency, or any agency, government department, organization, company or outfit with the power to arrest, as well as any officer, representative or agent thereof, that knowingly or unknowingly violates any provision set forth under this article shall be dealt with by whatever means the corporation's board of directors sees fit to pursue, including but not limited to, the filing of lawsuits and the placing of liens on both organizational and personal property. The remedies set forth under this section shall also apply to any ally, including but not limited to, individuals, businesses, companies and corporations, of the above-mentioned agencies, government departments, organizations, companies and outfits brought into play against the corporation.

Section 8.8 - Premises of Article to Remain Intact. Any modification to this article shall keep the above-referenced premises fully intact and functional.

Article 9 - Further Indemnity

Section 9.1 - Basis of Article. The premises outlined in this article are based on the provisions set forth in Chapter 607.0302, Florida Statutes.

Section 9.2 - Power to Sue. The corporation reserves the power to sue, but not to be sued. The corporation reserves the right and power to complain, defend its corporate name and reputation, and defend against all adversaries by whatever means it deems necessary and proper.

Section 9.3 - No Cooperation With Law Enforcement. No Director or Officer of the corporation shall cooperate in any way with any law enforcement agency or government agency, nor shall any Director or Officer cooperate with or be party to any investigation, action or proceeding by any law enforcement agency, government department or judicial body.

Section 9.4 - No Acceptance of Subpoenas. The corporation shall not accept any subpoena or other legal document issued by any attorney, paralegal, law enforcement agency, judicial body, government agency, or any public or private agency, corporation, company or outfit. Any modification to this article will not change this premise.

Section 9.5 - Sovereignty of Corporate Records. No Director or Officer of the corporation shall provide or cause to be provided any corporate records, including but not limited to accounting records, internal memos, market research documents, transcripts and e-mails, to any attorney or paralegal, or to any law enforcement agency, government agency, judicial body, or any public or private agency, corporation or outfit. Any modification to this article will not change this premise.

Section 9.6 - No Lawsuits, Frivolous or Otherwise. The corporation reserves the power to reject, refuse to cooperate in, and refuse to be a party to any legal action, including but not limited to, lawsuits and motions of *lis pendens* filed on frivolous grounds or on frivolous legal theories or presumptions (henceforth known as "idiot-proofing" lawsuits). The corporation also reserves the power to reject, refuse to cooperate in, and refuse to be a party to any legal action, including but not limited to, lawsuits and motions of *lis pendens*. The corporation retains sole and ultimate discretion in determining which lawsuits constitute "idiot-proofing" lawsuits, as well as sole and ultimate discretion in deciding which legal actions to reject, refuse to cooperate in, and refuse to be a party to.

Section 9.7 - No Recognition of Courts' Authority. The corporation reserves the right and power to refuse to recognize the legitimacy and authority of, as well as refuse to cooperate with and to reject any order or judgment of, any court up to state level. This shall include but not be limited to superior courts and supreme courts. Any modification to this article will not change this premise.

Section 9.8 - No Recognition of Law Enforcement Authority. The corporation reserves the right and power to refuse to recognize the authority and legitimacy of, as well as refuse to cooperate with and to reject any order or command by, any law enforcement agency up to state level. This shall include but not be limited to local police, state police agencies, any government agency or department with or without the power to arrest, detain, fine and/or impose liens. Any modification to this article will not change this premise.

Section 9.9 - Total Indemnity for Director. The Director named in Article 4 of these Articles of Incorporation shall enjoy complete and total immunity from any action taken by any of the judicial entities, law enforcement agencies, and government agencies and departments referenced in Sections 9.8 and 9.9 of this article, including but not limited to arrests, detentions of any kind, fines, house arrest, and liens of any kind. This immunity shall apply to the Director at all times. Any modification to this article will not change this premise.

Section 9.10 - Remedies For Breach of Provisions Under This Article. Any law enforcement agency, judicial body, or government department or agency with or without the power to arrest, fine, detain and/or impose liens, as well as any officer, representative or agent thereof, that knowingly or unknowingly violates any provision set forth under this article shall be dealt with by whatever means the corporation's board of directors sees fit to pursue, including but not limited to, the filing of lawsuits and the placing of liens on both organizational and personal property. The remedies set forth under this section shall also apply to any ally, including but not limited to, individuals, businesses, companies and corporations of any of the judicial bodies, agencies, and departments mentioned in Sections 9.8 and 9.9 of this article, brought into play against the corporation.

Section 9.11 - Actions Taken By Outside Attorneys. Any action taken by any outside attorney, paralegal, legal aid foundation, etc., including but not limited to lawsuits, actions, motions and *lis pendens* filings, against the corporation for the purpose of harassment, intimidation or acquiring legal leverage will not be tolerated. The corporation has the right and power to determine what actions taken by said attorney, paralegal, legal aid foundation, etc. constitutes an action taken for the purpose of harassment, intimidation or legal leverage. The corporation reserves the right and power to deal with such attorneys, paralegals, legal aid foundations, etc., as well as the firms, partnerships, professional associations, companies, corporations and businesses they work for, by whatever means it may deem necessary to remedy the situation. The corporation retains sole and ultimate discretion in determining the aforementioned means. Any modification to this article will not change this premise.

Section 9.12 - Application of Articles of Incorporation to Subsidiaries and Affiliates. The terms set out in the articles and sections of these Articles of Incorporation, as well as any amendments which may be made to them in the future, shall apply in entirety to any and all affiliates, subsidiaries, representative offices and satellite companies of the corporation. Any modification to this article will not change this premise.

Section 9.13 - Application of Articles of Incorporation to Businesses Held By Corporation. Any business, firm, company or corporation which is owned wholly or in part by Silver Scorpion Holdings Inc., or other holding company set up by Silver Scorpion Holdings Inc. for the purpose of holding business ownership, may fall under the protections set forth in the articles and sections of these Articles of Incorporation, particularly Articles 8 and 9. These protections shall be afforded to the business, firm, company or corporation by way of written confirmation, in English, signed by the Director. These

protections can also be withdrawn at any time. The corporation retains sole and ultimate discretion in determining which businesses, firms, companies or corporations shall receive the aforementioned protections, as well as which protections shall be afforded. Any modification to this article will not change this premise.

Article 10 - Corporate Structure

Section 10.1 - Director's Percentage of Interest in Corporation. The Director shall own one hundred (100) percent of the corporation's voting common stock. However, the Director may, as he may deem practical, issue any percentage of the corporation's voting common stock up to twenty (20) percent to any other Director. Any such issuance may be done as a grant or in consideration of any monetary sum the Director sees fit to set.

Section 10.2 - Director's Voting Power. The Director, otherwise known as the individual named in Article 4, Section 4.2 of these Articles of Incorporation, shall have sole voting authority on all issues and matters pertaining to the corporation. All other Directors shall be considered Minority Directors, and as such their voting authority shall be based on each individual Minority Director's share of interest in the corporation as determined by the percentage of the corporation's voting common stock held by each Minority Director.

Section 10.3 - Director's Right and Responsibilities. The Director shall be responsible for all operations conducted by the corporation, as well as for the smooth and efficient operation of the corporation in the course of day-to-day operations. The Director may take any course of action he sees fit to take to keep the corporation operating in a smooth and efficient manner.

Section 10.4 - Subsidiaries and Affiliates. The corporation reserves the power to establish and operate subsidiaries, affiliates, representative offices and satellite companies, both within and without the state of Florida and within and without the United States, for any reason, including but not limited to furthering the corporation's business objectives, seeking out and tapping markets, and asset and capital preservation.

Section 10.5 - Power to Reverse Incorporate. The corporation shall have the power to reverse incorporate in any jurisdiction, be it outside the state of Florida or outside the United States, for any reason whatsoever. The decision to reverse incorporate the corporation shall be left exclusively to the Director.

Section 10.6 - Fiscal Year. The corporation's fiscal year shall end on June 30 and begin on July 1.

Section 10.7 - Director's Benefits. The corporation may bestow on the Director any benefit it sees fit to bestow. The corporation may also bestow benefits on any Minority Director. The decision to bestow benefits on the Director or on any Minority Director shall be left exclusively to the Director. The Director may also take any action he sees fit to bestow any benefit on the Director or on any Minority Director.

Article 11 - Holding Meetings and Taking Votes

Section 11.1 - Annual Meetings. Annual meetings shall be scheduled, arranged and held at the corporation's discretion, but annual meetings shall be held no later than the end of any fiscal year, June 30. The corporation may hold annual meetings anywhere within or without the state of Florida or the United States.

Section 11.2 - Voting Power. The Director shall retain sole, ultimate and exclusive voting power on all issues and matters pertaining to the corporation. If existent, Minority Directors shall be accorded voting power based on each individual Minority Director's share of interest in the corporation determined by the percentage of the corporation's voting common stock held by each Minority Director.

Section 11.3 - Other Meetings. In addition to the annual meeting, any other meeting may be scheduled, arranged and held by the corporation as needed.

Article 12 - Succession

The Director shall have the power to choose a successor to take his place if and when he feels it's necessary to do so. The corporation reserves the right and power to qualify and train any successor. However, before the successor may take the position of Director of the corporation, he must agree, in writing and in English, to any set of terms set out by the Director, otherwise known as the individual named in Article 4, Section 4.2 of these Articles of Incorporation.

Article 13 - Dissolution

Dissolution of the corporation shall take place under one of only two events:

(1) If the Director dies and no successor has been chosen to succeed him; or

(2) If the Director determines that such an action is necessary for any reason whatsoever.

The corporation retains the right and power to simply dissolve of its own accord and become a "ghost corporation." Otherwise, the corporation shall be dissolved through written Articles of Dissolution, in English.

Even administrative dissolution or judicial dissolution will never completely destroy the corporation. The corporation's name, memory, spirit and deeds shall forever live on.

Article 14 - Amending Articles of Incorporation

Any amendment to these Articles of Incorporation shall be in writing, in English, and signed and dated by the Director. Furthermore, any written amendment to these Articles of Incorporation must include a date when said amendment will go into effect.

Article 15 - Other Provisions

Section 15.1 - Studies and Research Groups. The corporation may organize, direct and finance studies and research groups for any reason, including but not limited to identifying, researching and tapping potential markets and customers, analyzing trends, and developing business strategies.

Section 15.2 - Assets Held Independently of Subsidiaries and Affiliates. All assets held by the corporation shall be held independently from any and all subsidiaries, affiliates, representative offices and satellite companies of the corporation.

Section 15.3 - Legal Counsel. Legal counsel shall be sought out and/or retained as needed.

Section 15.4 - Movement of Capital and Other Assets. The corporation shall have the right and power to move any and all capital and assets held by the corporation to any jurisdiction within or without the state of Florida or outside the United States, for any reason whatsoever.

Section 15.5 - Reservation of Unspecified Powers. The corporation shall reserve all powers and authority granted and conveyed in Chapter 607, Florida Statutes, that aren't mentioned in these Articles of Incorporation.

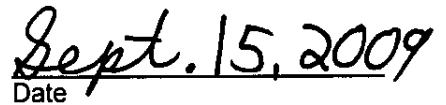
Section 15.6 - No Conflict of Interest. There shall be no conflict of interest whatsoever in any aspect of the corporation's procedures or policies in regard to any deal, transaction, relationship or contract entered into by the corporation.

Section 15.7 - No "Setting Aside" Corporation. The corporation shall not be "set aside" by any government department or agency, judicial body or law enforcement agency, among other entities, for any reason.

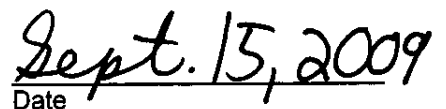
Section 15.8 - Application to Outside Providers of Goods and Services. The corporation reserves the right and power to grant any or all of the powers set forth in Article 9 of these Articles of Incorporation to any business, company, corporation or outfit that provides the corporation with goods and/or services, including but not limited to banks, brokerage houses, wholesalers, and attorneys or paralegals hired and/or retained by the corporation. Any or all of these powers may be granted to said entities by way of written confirmation, in English, signed by the Director. Any breach of this provision shall be dealt with using the remedies set forth in Article 9, Section 9.10 of these Articles of Incorporation.

Having been named as registered agent to accept services of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Signature - Registered Agent


Date


Signature - Incorporator


Date