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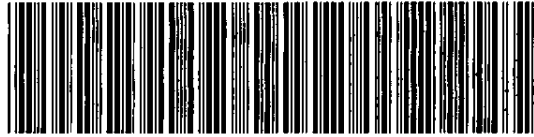
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**STEVEN GINNS**  
**ATTORNEY AT LAW**  
370 W. Camino Gardens Blvd.  
Suite 300  
Boca Raton, Florida 33432  
(561) 338-5281  
Fax: (561) 338-3696

November 9, 2009

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

Re: Articles of Incorporation for IQ2 Solutions, Inc.

Dear Division of Corporations:

The original articles of incorporation for IQ2 Solutions, Inc. and two copies thereof are enclosed. Please return the copies to my office in the return envelope. A check for the filing fee and designation of registered agent fee of \$70.00 is also enclosed.

Very truly,

  
Steven Ginns

SG/bbh

ARTICLES OF INCORPORATION FOR  
IQ2 SOLUTIONS, INC

We, the undersigned, hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE 1  
NAME

The name of the corporation shall be IQ2 Solutions, Inc.

ARTICLE 2  
PRINCIPAL PLACE OF BUSINESS

The address and principal place of business of the corporation is 1223 Wilshire Blvd. Suite 999 Santa Monica, California 90403.

ARTICLE 3  
DURATION

The period of the corporation's duration shall be perpetual or until dissolved on a vote of the shareholders as provided in these articles.

ARTICLE 4  
GENERAL NATURE OF BUSINESS

The general nature of the business and the objects and purposes of this corporation are those of carrying on any lawful business permitted to a corporation for profit under Chapter 607 of the Florida Statutes and any other rights and powers vested in corporations for profit under the Florida Statutes or as may be granted under any amendments thereto at any time thereafter.

ARTICLE 5  
CAPITAL STOCK

The total number of shares of stock that the corporation shall be authorized to issue or have outstanding at any one time is One Thousand (1,000) shares. These shares shall be of a single class of common stock and shall have no par value.

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**ARTICLE 6  
CAPITALIZATION**

The amount of capital with which the corporation will begin business shall be the sum of not less than \$500.00 dollars.

**ARTICLE 7  
CORPORATE POWERS**

The corporation shall have all the rights and powers now or subsequently conferred on corporations by the laws of the State of Florida.

**ARTICLE 8  
DIRECTORS**

The number of Directors of this corporation shall be at least one and no more than five. The name and street address of the members of the first Board of Directors of this Corporation is as follows:

Glenn Russell, 1223 Wilshire Blvd. Suite 999 Santa Monica, California 90403

Patrick Cioffi, Jr. 1223 Wilshire Blvd. Suite 999 Santa Monica, California 90403

**ARTICLE 9  
INCORPORATORS**

The name and street address of each person signing these articles of incorporation as an incorporator is:

Glenn Russell, 1223 Wilshire Blvd. Suite 999 Santa Monica, California 90403

Patrick Cioffi, Jr. 1223 Wilshire Blvd. Suite 999 Santa Monica, California 90403

**ARTICLE 10  
REGISTERED AGENT**

The name and address of the registered agent shall be:

Steven Ginns, 370 W. Camino Gardens Blvd. Suite 300 Boca Raton, Florida  
33432

**ARTICLE 11  
DISSOLUTION**

The corporation may be dissolved at any time by unanimous written consent of the shareholders or on the affirmative vote of the holders of at least two-thirds of the

outstanding shares of the corporation who are entitled to vote. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, which each shareholder participating in the distribution in direct proportion to the number of shares held by the shareholder.

**IN WITNESS WHEREOF**, the undersigned have subscribed their names on this 3 day of Nov 2009.

Witness

[Signature]  
Witness

[Signature]  
Glenn Russell, Incorporator

[Signature]  
Patrick Cioffi, Jr., Incorporator

Acceptance of Registered Agent

I am familiar with and accept the duties and responsibilities as registered agent.

[Signature]  
Steven Ginns

**STATE OF CALIFORNIA  
COUNTY OF LOS ANGELES**

**SUBSCRIBED AND ACKNOWLEDGED** before me, the undersigned authority, by Glenn Russell, who provided California Driver License as identification and Patrick Cioffi, Jr., who provided Florida Driver License on this 3 day of Nov 2009 and who acknowledged to me that they freely and voluntarily executed the foregoing Articles of Incorporation for the purposes therein set forth.

My Commission Expires: 4/14/13

[Signature]  
Notary Public, State of California

