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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**Infinite Fusion, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
INFINITE FUSION, INC.**

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following articles of incorporation:

**ARTICLE I  
NAME**

The name of the Corporation is Infinite Fusion, Inc.

**ARTICLE II  
DURATION**

The term of existence of the Corporation is perpetual.

**ARTICLE III  
NATURE OF BUSINESS**

The nature of the business to be conducted by the Corporation is:

1. To transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act and;

2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

**ARTICLE IV  
CAPITAL STOCK**

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	1¢	Class A Voting Common
99,000	1¢	Class B Non-Voting Common

The relatives rights, privileges and limitations of Class A Voting Common Stock and Class B Non-Voting Common Stock shall be in all respects identical, share for share (including, but not limited to, identical rights to distribution and liquidation proceeds), except that the voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the Class A Voting Common Stock and, except as otherwise required by law, the holders of the

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Class B Non-Voting Common Stock shall not have any voting power or be entitled to receive any notice of meetings of Shareholders.

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the Corporation.

#### **ARTICLE V PREEMPTIVE RIGHTS GRANTED**

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase unissued or treasury stock of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury stock.

#### **ARTICLE VI REGISTERED OFFICE**

The street address of the initial registered office of the Corporation is:

Gables International Plaza  
2655 Le Jeune Road, Suite 816  
Coral Gables, Florida 33134

The name of the registered agent at such address is:

BRUCE J. GOLDMAN

#### **ARTICLE VII PRINCIPAL OFFICE**

The initial street address of the principal office of the Corporation in the State of Florida is:

Gables International Plaza  
2655 Le Jeune Road, Suite 816  
Coral Gables, Florida 33134

#### **ARTICLE VIII DIRECTORS**

The board of directors of the Corporation shall consist of two (2) members. Changes in the number of members comprising the board of directors shall be made by amendment to the Corporation's bylaws.

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**ARTICLE IX  
INCORPORATOR**

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
BRUCE J. GOLDMAN	Gables International Plaza 2655 Le Jeune Road, Suite 816 Coral Gables, Florida 33134

**ARTICLE X  
INDEMNIFICATION**

The Corporation shall indemnify any officer or director to the full extent permitted by law.


**ARTICLE XI  
REIMBURSEMENT FOR ORGANIZATIONAL AND CERTAIN  
OTHER PREINCORPORATION EXPENSES; ADOPTION OF CONTRACTS**

The Corporation hereby adopts all contracts made on its behalf by the hereinbefore mentioned incorporator. The Corporation further authorizes its directors to reimburse the hereinbefore mentioned incorporator for any and all expenses incurred on behalf of the Corporation, prior to its incorporation, and for any and all expenses incurred in the organization and formation of the Corporation. The directors of this Corporation shall have the sole discretion to determine the expenses for which the hereinbefore mentioned incorporator shall be reimbursed.

**ARTICLE XII  
RIGHT TO AMEND ARTICLES OF INCORPORATION**

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any writing inferred upon the shareholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 1st day of March 2010.

  
\_\_\_\_\_  
BRUCE J. GOLDMAN

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**CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 607.0501, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

INFINITE FUSION, INC.  
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA  
WITH ITS PRINCIPAL PLACE OF BUSINESS LOCATED IN THE CITY OF CORAL  
GABLES, STATE OF FLORIDA,  
(CITY) (STATE)

HAS NAMED BRUCE J. GOLDMAN, LOCATED AT  
(NAME OF REGISTERED AGENT)

GABLES INTERNATIONAL PLAZA, 2655 LE JEUNE ROAD, SUITE 816,  
(STREET ADDRESS AND NAME OF BUILDING,  
POST OFFICE BOX ADDRESSES ARE NOT ACCEPTABLE)


CITY OF CORAL GABLES, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT  
SERVICE OF PROCESS.

SIGNATURE   
BRUCE J. GOLDMAN

TITLE INCORPORATOR  
(CORPORATE OFFICER)

DATE March 1, 2010

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH  
THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE  
PERFORMANCE OF MY DUTIES.

SIGNATURE   
BRUCE J. GOLDMAN, REGISTERED AGENT

DATE March 1, 2010

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