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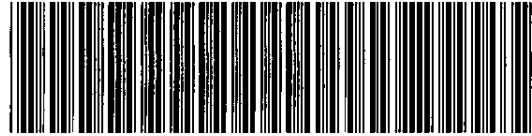
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

10 SEP 15 PM 1:23

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AND  
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PS 9/16/10

## COVER LETTER

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

**SUBJECT:** Smartglass Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00      ☒ \$78.75  
Filing Fee      Filing Fee  
                    & Certificate of Status

☐ \$78.75      ☐ \$87.50  
Filing Fee      Filing Fee,  
& Certified Copy      Certified Copy  
                                    & Certificate of  
                                    Status

**ADDITIONAL COPY REQUIRED**

**FROM:** Albert B. Maggio, Jr., P.A. c/o Carey Rodriguez Greenberg & Paul, LLP

Name (Printed or typed)

950 Peninsula Corporate Circle, Suite 2022

Address

Boca Raton, Florida 33487

City, State & Zip

561.922.3845

Daytime Telephone number

amaggio@crgplaw.com

E-mail address: (to be used for future annual report notification)

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

APPROVED  
AND  
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**ARTICLES OF INCORPORATION**  
**Smartglass Inc.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

The name of the Corporation is Smartglass Inc.

**ARTICLE II**

The principal office of the Corporation is 777 E. Atlantic Avenue, Suite C2-377, Delray Beach, Florida 33483.

**ARTICLE III**

The purpose of the Corporation is to:

- a. engage in the production, distribution, and installation of high-performance glazing systems for contemporary architecture in residential and commercial applications;
- b. have and to exercise, as additional all of the powers granted by the laws of the State of Florida to the Corporation and to carry on any manufacturing, mercantile, selling, management, service or other business, operation or activity which may be lawfully carried on by a corporation organized under the Florida Business Corporation Act, whether or not related to those purposes referred to in the foregoing paragraph.

**ARTICLE IV**

The capital stock of the Corporation is 5,000,000 shares of common stock, no par value.

The restrictions, if any imposed by the Articles of Incorporation upon the transfer of shares of stock of any class are:

In addition to any other restriction on the transfer or encumbrance of Shares of the Corporation's capital stock and not in lieu thereof, the certificates representing shares of stock issued by the Corporation shall contain the following legend:

"The Shares of stock represented by this certificate have not been registered under the Securities Act of 1933, as amended (the "Act"), or applicable state securities laws. These Shares have been acquired for investment and not with a view to their distribution or resale, and may not be sold, pledged, or otherwise transferred without an effective registration statement for such shares under the Act and applicable state securities laws, or an opinion of counsel satisfactory to the Corporation to the effect that registration is not required. Any sale, transfer, disposition, or encumbrance of the Shares

represented by this Certificate is restricted as provided within the Articles of Incorporation of the Corporation, which have been filed with the Florida Secretary of State."

#### **ARTICLE V**

The initial directors and officers of the Corporation:

Alexey Bekin  
President, CEO, Treasurer, Secretary, Clerk, Director  
777 E. Atlantic Avenue  
Suite C2-377  
Delray Beach, Florida 33483

#### **ARTICLE VI**

The name and Florida street address of the registered agent is:

Albert B. Maggio, Jr., P.A.  
Carey Rodriguez Greenberg & Paul, LLP  
950 Peninsula Corporate Circle  
Suite 2022  
Boca Raton, Florida 33487

#### **ARTICLE VII**

The name and address of the Incorporator is:

Albert B. Maggio, Jr., P.A.  
Carey Rodriguez Greenberg & Paul, LLP  
950 Peninsula Corporate Circle  
Suite 2022  
Boca Raton, Florida 33487

#### **ARTICLE VIII**

Other lawful provisions, if any, pursuant to Florida Statutes Chapter 607.0202(2), for the conduct and regulation of the business and affairs of the Corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

(a) The Corporation may carry on any business, operation or activity referred to in Article III to the same extent as might an individual, whether as principal, agent, contractor, or otherwise, and either alone or in conjunction or joint venture or other arrangement with any corporation, association, trust, firm, or individual.

(b) The Corporation may carry on any business, operation, or activity through a wholly or partly owned subsidiary.

(c) The Corporation may be a partner in any business enterprise, which it would have power to conduct itself.

(d) The Directors may make, amend, or repeal the bylaws in whole or in part, except with respect to any provision thereof which by law or the bylaws requires action by the stockholders.

(e) Meetings of the stockholders may be held anywhere in the United States.

(f) Except as otherwise provided by law, no stockholder shall have any right to examine any property or any books, accounts, or other writings of the Corporation if there is reasonable ground for belief that such examination will for any reason be adverse to the interest of the Corporation, and a vote of the Directors refusing permission to make such examination and setting forth that in the opinion of the Directors, such examination will be adverse to the interests of the Corporation shall be prima facie evidence that such examination would be adverse to the interests of the Corporation. Every such examination shall be subject to such reasonable regulations as the Directors may establish in regard thereto.

(g) The Directors may specify the manner in which the accounts of the Corporation shall be kept and may determine what constitutes net earnings, profits and surplus, what amounts, if any shall be reserved for any corporate purpose, and what amounts, if any, shall be declared as dividends. Unless the board of directors otherwise specifies, the excess of the consideration for any share of its capital stock with par value issued by it over such par value shall be surplus. The board of directors may allocate to capital stock without par value issued by it, in which case the balance of such consideration shall be surplus. All surplus shall be available for any corporate purpose, including the payment of dividends.

(h) The purchase or other acquisition or retention by the Corporation of shares of its own capital stock shall not be deemed a reduction of its capital stock. Upon any reduction of capital or capital stock, no stockholder shall have any right to demand any distribution from the Corporation, except as and to the extent that the stockholders shall have provided at the time of authorizing such reduction.

(i) The Directors shall have the power to fix from time to time their compensation. No person shall be disqualified from holding any office by reason of any interest. In the absence of fraud, any Director, officer, or stockholder of this Corporation individually, or any individual having any interest in any concern which is a stockholder of this Corporation, or any concern in which any of such directors, officers, stockholders, or individuals has any interest, may be a party to, or may be pecuniarily or otherwise interested in, any contract, transaction or other act of the corporation, and

- (1) such contract, transaction, or act shall not be in any way invalidated or otherwise affected by that fact;
- (2) no such Director, officer, stockholder, or individual shall be liable to account to the Corporation for any profit or benefit realized through any such contract, transaction or act;
- (3) any such Director of the Corporation may be counted in determining the existence of a quorum at any meeting of the Directors or of any committee thereof which shall authorize any such contract, transaction, or act, and may vote to authorize same; and
- (4) any such Director, officer, stockholder, or individual is hereby relieved from any liability that might otherwise exist from so contracting with the Corporation for the benefit of him/herself or any concern which he/she may be interested in any way.

provided, however, that any contract, transaction, or act in which any Director or officer of the Corporation is interested individually or as a director, officer, trustee, or member of any concern which is not a subsidiary or affiliate of the Corporation, or in which any Directors or officers are so interested as holders, collectively, of a majority of shares of capital stock or other beneficial interest at the time outstanding in any concern which is not a subsidiary or affiliate of the Corporation, shall be duly authorized or ratified by a majority of the Directors who are not so interested, to whom the nature of such interest has been disclosed and who have made any findings required by law;

the term "interest" including personal interest and interest as a director, officer, stockholder, shareholder, trustee, member, or beneficiary of any concern;

the term "concern" meaning any corporation, association, trust, partnership, firm, person, or other entity other than the Corporation; and

the phrase "subsidiary or affiliate" meaning a concern in which a majority of the directors, trustees, partners or controlling persons is elected or appointed by the Directors of the Corporation, or is constituted of the Directors or officers of the Corporation, or any concern which holds, directly or indirectly, through one or more subsidiaries, a majority of capital stock or other beneficial interest at the time outstanding, of the Corporation.

To the extent permitted by law, the authorizing or ratifying vote of the holders of shares representing a majority of the votes of the capital stock of the Corporation outstanding and entitled to vote for the election of the Directors at any annual meeting or a special meeting duly called for the purpose (whether such vote is passed before or after judgment rendered in a suit with respect to such contract, transaction, or act) shall validate any contract, transaction, or act of the Corporation, or of the Board of Directors or any committee thereof, with regard to all stockholders of the Corporation, whether or not of

record at the time of such vote, and with regard to all creditors and other claimants under the Corporation; provided, however, that

- A. with respect to the authorization or ratification of contracts, transactions, or acts in which any of the Directors, officers, or stockholders of the Corporation have an interest, the nature of such contracts, transactions, or acts and the interest of any Director, officer, or stockholder therein shall be summarized in the notice of any such annual or special meeting, or in a statement or letter accompanying such notice, and shall be fully disclosed at any such meeting;
- B. the stockholders so voting shall have made any findings required by law;
- C. stockholders so interested may vote at any such meeting except to the extent otherwise provided by law; and
- D. any failure of stockholders to authorize or ratify such contract, transaction, or act shall not be deemed in any way to invalidate the same or to deprive the Corporation, its Directors, officers, or employees of its or their right to proceed with or enforce such contract, transaction, or act.

If the Corporation has more than one class or series of capital stock outstanding, the provisions of the Articles of Incorporation applicable to such classes or series shall govern the vote required by this paragraph.

No contract, transaction, or act shall be avoided by reason of any provision of this paragraph (i), which would be valid, but for such provision or provisions.

Notwithstanding the provisions of this paragraph (i), so long as the Corporation has less than three (3) Directors, any action which requires the vote of a majority of disinterested Directors the Directors as provided by this paragraph can be satisfied by the unanimous vote of the sole or both Directors, as the case may be.

(j) A Director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a Director, except to the extent that exculpation from liability is not permitted under the Massachusetts Business Corporation Law as in effect at the time such liability is determined. No amendment or repeal of this paragraph (j) shall apply to or have any effect on the liability or alleged liability of any Director of the Corporation for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal.

(k) The Corporation shall have all powers granted to corporations by the laws of the State of Florida, provided that no such power shall include any activity inconsistent with the Florida Business Corporation Act or the general laws of said State.

### Acknowledgment Denying Donohue Rights


Each Stockholder acknowledges that, by virtue of his/her acquisition or ownership of Shares of the Corporation and his/her entering into this Agreement, he/she is not entering into or forming a partnership relationship, and that the Stockholders of the Corporation shall not owe to one another the same or substantially the same fiduciary duties that partners owe to one another, the fact that the Corporation may be deemed or may found to be a "close corporation" under Florida law notwithstanding. Accordingly, except as expressly provided in this Article VIII or any written agreement between the Corporation and such Stockholder, each Stockholder acknowledges that he/she shall not, solely by virtue of his/her acquisition or ownership of shares, be entitled, among other things, (i) to employment by the Corporation, (ii) to serve as a Director or officer of the Corporation, (iii) to receive dividends or other distribution on his/her shares, except as the same may be declared from time to time by the Directors of the Corporation in their sole discretion, (iv) to have his/her Shares redeemed by the Corporation when shares of other stockholders are being redeemed, if the Directors of the Corporation shall have determined in good faith that there exist special circumstances for redeeming shares from such other stockholders, (v) to participate in or have preemptive rights with respect to any issue of capital stock of the Corporation, or rights to acquire capital stock of the Corporation, unless the Directors of the Corporation shall have determined in their sole discretion to make such rights available, or (vi) to sell his/her shares when another stockholder is selling shares.

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

  
\_\_\_\_\_  
Signature/Registered Agent

*13 September 2010*  
\_\_\_\_\_  
Date

  
\_\_\_\_\_  
Signature/Incorporator

*13 September 2010*  
\_\_\_\_\_  
Date

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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