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# TRANSMITAL COVER LETTER

Department of State New Filing Section Division of Corporation P.O. Box 6327 Tallahasse, FL 32314

## SUBJECT: EBIZ MOBILE EXPRESS INC.,

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

□ \$122.50	□\$133.25
Filing Fee	Filing Fee,
& Certified	Certified Copy
Сору	& Certificate of
	Status

FROM: EBIZ MOBILE EXPRESS INC., 3231- E NORTH 73 Terrace HOLLYWOOD, FLORIDA 33024 (954) 604-8035

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

FILED 10 DEC 28 PH 3:49 ISECRETARY OF SPATE TALLAHASSEE, FLORIDA

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# ARTICLES OF INCORPORATION OF **EBIZ MOBILE EXPRESS INC..**

The undersigned subscriber to these Articles of incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes. **ARTICLE 1- NAME** 

The name of the Corporation is EBIZ MOBILE EXPRESS INC., {hereinafter,\*Corporation\*}.

#### **ARTICLE 2-PURPOSE OF CORPORATION**

The Corporation shall engage in any activity or business permitted under the laws of the United States and the State of Florida. EFFECTIVE DATE 12-31-10

#### **ARTICLE 3- PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 3231 - E North 73 Terrace Hollywood Florida 33024.

#### **ARTICLE 4- OFFICERS**

The officers of the corporation shall be:

President: v. President: Treasurer: Secretary:

**Bradley B. Davis Brian P. Davis** Brianna K. Davis Ashley P. Davis

Whose address shall be the same as the principal office of the corporation.

#### **ARTICLE 5-DIRECTORS**

**Bradley B. Davis** Brian P. Davis Brianna K. Davis Ashley P. Davis

Whose address shall be the same as the principal office of the corporation.

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#### **ARTICLE 6-CORPORATE CAPITALIZATION**

6.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is FIVE HUNDRES THOUSAND (500,000) shares of common stock, each share having the par value of ONE DOLLAR (\$1.00).

6.2 All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.

6.3 All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the corporation, shall be entitled to receive the net assets of the Corporation.

6.4 No holders of shares of stock of any class shall have any preemptive rights to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

6.5 The Board of Director(s) of the corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, weather now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, may such be set forth in the bylaws of the corporation.

6.6 The board of Director(s) of the Corporation may, by Restated Articles of incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

#### **ARTICLE 7- SUB-CHAPTER S CORPORATION**

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

7.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the internal Revenue Codes of 1986, as amended, unless the shareholders of the Corporation unanimously agrees otherwise in writing.

7.2 After the Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take

any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be a S Corporation, as provided in Sub Chapter S of the Internal Revenue Codes of 1986, as amended.

7.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The share of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Codes of 1986 as amended."

#### **ARTICLE 8- SHAREHOLDERS RESTRICTIVE AGREANMENT**

All of the shares of stock of this corporation may be subject to a shareholders Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the corporation. A copy of the shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

#### **ARTICLE 9 - POWER OF CORPORATION**

The Corporation shall have the same power as an individual to do all things necessary of convenient to carry out business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of incorporation.

#### ARTICLE 10 - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Bradley B. Davis 3231-E North 73 Terrace Hollywood, Florida 33024

#### **ARTICLE 11 - REGRISTERED OWNER(S)**

The Corporation, to the extent permitted by the law, shall be entitled treat the person in whose name any share or right is registered on the books of the corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognized any equitable or other claim to or other claim to, or interest in, such share or right on the part of any other person, whether or not the corporation shall have notice thereof.

#### ARTICLE 12 - TERM OF EXISTANCE

This Corporation shall have perpetual existence.

#### ARTICLE 13 - BYLAWS

The Board of Director(s) of the Corporation shall have the power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

### **ARTICLE 14 - EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of the State, of Florida, with an effective date of December 31, 2010.

#### ARTICLE 15 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of the registered office of this Corporation is 3231-E North 73 Terrace 33024 and the same of the registered agent. The name and address of the registered agent is Bradley B. Davis 3231-E North 73 Terrace Hollywood, Florida 33024.

#### **ARTICLE 16 - AMENDMENTS**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of incorporation, or in any amendments hereto, or to add any provision to these Articles of incorporation or to any amendments hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statutes of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this \_\_\_\_\_\_.

adley B. Davis ncorporator

# ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Bradley B. Davis, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

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