

P1100005260

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

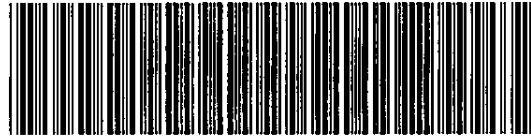
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



200208618762

06/13/11--01029--014 \*\*78.75

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
11 JUN 13 AM 10:00

Ps ce 1/4/11

**COVER LETTER**

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

**SUBJECT: Layer3, 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 Filing Fee  
 \$78.75 Filing Fee & Certificate of Status

<input type="checkbox"/> \$78.75 Filing Fee & Certified Copy	<input type="checkbox"/> \$87.50 Filing Fee, Certified Copy & Certificate of Status
<b>ADDITIONAL COPY REQUIRED</b>	

FROM: Eric Barbaglia

Name (Printed or typed)

4055 Fern Forest Rd.

Address

Cooper City, FL 33026

City, State & Zip

(305) 814-5899

Daytime Telephone number

eric@layer3.com

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

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

# **Articles of Incorporation**

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
11 JUN 13 AM 10:00

## **ARTICLE I NAME**

The name of the corporation shall be: Layer3, Inc. (the "Corporation").

## **ARTICLE II PRINCIPAL OFFICE**

The street address of the principal office and mailing address of the Corporation is 4055 Fern Forest Rd. Cooper City, FL 33026

## **ARTICLE III PURPOSE**

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under the Florida Business Corporation Act, as amended (the "Act"), of the State of Florida.

## **ARTICLE IV SHARES**

Section 1. Authorized Capital Stock. The aggregate number of shares which the Corporation shall have the authority to issue is 10,000,000 shares of Common Stock, par value \$.00037 per share (the "Common Stock").

## **ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS**

Eric Barbaglia Chariman, Chief Executive Officer, and President  
4055 Fern Forest Rd.  
Cooper City, FL 33026

The business and affairs of the Corporation shall be managed under the direction of a Board of Directors which shall consist of not less than one person. The manner of election and qualifications shall be provided in the Bylaws of the Corporation. The exact number of directors shall be fixed from time to time by the Board of Directors pursuant to resolution adopted by a majority of the full Board of Directors.

## **ARTICLE VI REGISTERED AGENT**

Eric Barbaglia  
4055 Fern Forest Rd.  
Cooper City, FL 33026

## **ARTICLE VII INCORPORATOR**

Eric Barbaglia  
4055 Fern Forest Rd.  
Cooper City, FL 33026

## **ARTICLE VIII - INDEMNIFICATION**

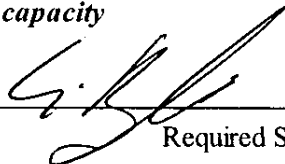
Section 1. Right to Indemnification. Each person (including here and hereinafter, the heirs, executors, administrators or estate of such person) (1) who is or was a director or officer of the Corporation or who is or was serving at the request of the Corporation in the position of a director, officer, trustee, partner, agent or employee of another corporation, partnership, joint venture, trust or other enterprise, or (2) who is or was an agent or employee (other than an officer) of the Corporation

and as to whom the Corporation has agreed to grant such indemnity, shall be indemnified by the Corporation as of right to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administrative decision (but, in the case of any future legislation or decision, only to the extent that it permits the Corporation to provide broader indemnification rights than permitted prior to the legislation or decision), against all fines, liabilities, settlements, costs and expenses, including attorneys' fees, asserted against him or incurred by him in his capacity as such director, officer, trustee, partner, agent or employee, or arising out of his status as such director, officer, trustee, partner, agent or employee. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking indemnification may be entitled. The Corporation may maintain insurance, at its expense, to protect itself and any such person against any such fine, liability, cost or expense, including attorney's fees, whether or not the Corporation would have the legal power to directly indemnify him against such liability.

Section 2. Advances. Costs, charges and expenses (including attorneys' fees) incurred by a person referred to in Section 1 of this Article VIII in defending a civil or criminal suit, action or proceeding may be paid (and, in the case of directors and officers of the Corporation, shall be paid) by the Corporation in advance of the final disposition thereof upon receipt of an undertaking to repay all amounts advanced if it is ultimately determined that the person is not entitled to be indemnified by the Corporation as authorized by this Article VIII, and upon satisfaction of other conditions established from time to time by the Board of Directors or which may be required by current or future legislation (but, with respect to future legislation, only to the extent that it provides conditions less burdensome than those previously provided).

Section 3. Savings Clause. If this Article VIII or any portion of it is invalidated on any ground by a court of competent jurisdiction, the Corporation shall nevertheless indemnify each director and officer of the Corporation to the fullest extent permitted by all portions of this Article VIII that has not been invalidated and to the fullest extent permitted by law.

*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 the appointment as registered agent and agree to act in this capacity*

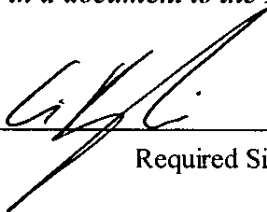


Required Signature/Registered Agent

6-1-2011

Date

*I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.*



Required Signature/Incorporator

6-1-2011

Date

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
11 JUN 13 AM 10:00