

P11000099096

**Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet**

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H11000272278 3)))



H110002722783ABC/

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 617-6381

From: Account Name : SPIEGEL & UTRERA, P.A.
Account Number : FCA000000001
Phone : (305) 854-6000
Fax Number : (305) 860-2076

RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2011 NOV 16 AM 11:50

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**FLORIDA PROFIT/NON PROFIT CORPORATION
ELEVEN ENERGY CORPORATION**

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$70.00

RECEIVED
11 NOV 16 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

[Handwritten signature]
11/17/11

H11000272278 3

ARTICLES OF INCORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATE

2011 NOV 16 AM 11:50

OF

ELEVEN ENERGY CORPORATION

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 **ELEVEN ENERGY CORPORATION**, (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 of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 2202 North West Shore Boulevard, Suite 200, Tampa, Florida 33607 and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

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

Elsie Sanchez
1840 Southwest 22nd Street, 4th Floor
Miami, Florida 33145



SPIEGEL & UTRERA, P.A.
LAWYERS

www.amerilawyer.com

1840 CORAL WAY, 4TH FLOOR, MIAMI, FL 33145 - (305) 854-6000 - (800) 603-3900 - FACSIMILE (305) 860-2076
MAILING ADDRESS - POST OFFICE BOX 450605, MIAMI, FL 33245-0605

H11000272278 3

H11000272278 3

ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President:	Ronald H. Cole Jr.
Vice-President:	Robert E. Chamberlain
Secretary:	Ronald H. Cole Jr.
Treasurer:	Ronald H. Cole Jr.

whose mailing addresses shall be the same as the principal office of the Corporation.

ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be:

Ronald H. Cole Jr.
Robert E. Chamberlain Jr.

whose mailing addresses shall be the same as the principal office of the Corporation.

ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of common shares that this Corporation is authorized to have outstanding at any time is **ONE HUNDRED FIFTY THOUSAND (150,000)** shares of common stock, each share having the par value of \$0.001, and,

7.1.1 **ONE HUNDRED FIFTY THOUSAND (150,000)** of the common shares shall be voting common shares, and,

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

7.1.3 The non-voting common shares shall carry no right to vote for election of directors of the Corporation and no right to vote on any matter presented to the Shareholders of the Corporation for their vote or approval, except only as the laws of the State of Florida require that voting rights be granted to such non-voting common shares, and,



SPIEGEL & UTRERA, P.A.
LAWYERS

H11000272278 3

H11000272278 5

7.1.4 All holders of shares of common stock, whether voting or non-voting, upon the Dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation after distribution has been completed to any preferred Shareholder.

7.2 The maximum number of preferred shares that this Corporation is authorized to have outstanding at any time is **FIVE MILLION (5,000,000)** shares of preferred stock, each having the par value of \$0.001, and,

7.2.1 The preferred shares shall carry no right to vote for the election of Directors of the Corporation and no right to vote on any matter presented to the Shareholders for their vote or approval, except only as the laws of the State of Florida require that voting be granted to such preferred shares, and,

7.2.2 The holders of the preferred shares shall be entitled to a preference of dividends as declared by the Directors of the Corporation, payable either quarterly, semi-annually or annually as may be determined by the Directors of the Corporation. No dividends shall be paid to, or set apart for payment to, common Shareholders unless preferred shares shall first have been paid, or declared and set apart for payment of dividends as may have been declared by the Directors of the Corporation, and,

7.2.3 Upon Dissolution, whether voluntary or involuntary, the holders of preferred shares shall first be entitled to receive, out of the net assets of the Corporation, the par value of their shares plus any unpaid accumulated dividends, without interest. All of the assets, if any, thereafter remaining shall be distributed among the holders of the common shares. The consolidation or merger of the Corporation at any time, or from time to time, with any other Corporation or Corporations, or a sale of all or substantially all of the assets of the Corporation, shall not be construed as a dissolution, liquidation or winding up of the Corporation within the meaning hereof.

7.3 No holder of shares of stock of any class shall have any preemptive right 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.



H11000272278 2

H11000272278 3

7.4 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, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.5 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, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 8 - SHAREHOLDERS' RESTRICTIVE AGREEMENT

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 - POWERS OF CORPORATION

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

ARTICLE 10 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.



SPIEGEL & UTRERA, P.A.
LAWYERS

www.amerilawyer.com

1840 CORAL WAY, 4TH FLOOR, MIAMI, FL 33145 - (305) 854-6000 - (800) 603-3900 - FACSIMILE (305) 860-2076
MAILING ADDRESS - POST OFFICE BOX 450605, MIAMI, FL 33245-0605

H11000272278 3

H11000272278 3

ARTICLE 11 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to 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 recognize any equitable 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 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is Spiegel & Utrera, P.A., located at 1840 Southwest 22nd Street, 4th Floor, Miami, Florida 33145. The name and address of the registered agent of this Corporation is Spiegel & Utrera, P.A., 1840 Southwest 22nd Street, 4th Floor, Miami, Florida 33145.

ARTICLE 13 - BYLAWS

The Board of Director(s) of the Corporation shall have 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 State, State of Florida.



H11000272278 3

ARTICLE 15 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute 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.



SPIEGEL & UTRERA, P.A.
LAWYERS

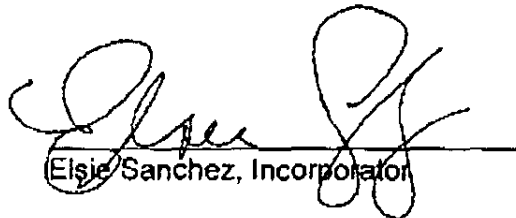
www.amerilawyer.com

1840 CORAL WAY, 4TH FLOOR, MIAMI, FL 33145 - (305) 854-6000 - (800) 603-3900 - FACSIMILE (305) 860-2076
MAILING ADDRESS - POST OFFICE BOX 450605, MIAMI, FL 33245-0605

H11000272278 3

H11000272278 3

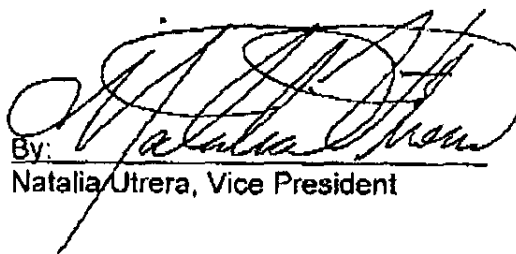
IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 16th day of November 2011.


Elsie Sanchez, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Spiegel & Utrera, P.A., 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.

Spiegel & Utrera, P.A.


By: Natalia Utrera
Natalia Utrera, Vice President



SPIEGEL & UTRERA, P.A.
LAWYERS

www.amerilawyer.com

1840 CORAL WAY, 4TH FLOOR, MIAMI, FLORIDA 33145 - (305) 854-6000 - (800) 603-3900 - FACSIMILE (305) 857-3700
MAILING ADDRESS - POST OFFICE BOX 450605, MIAMI, FL 33245-0605

2011 NOV 16 AM 11:50
SECRETARY OF STATE
DIVISION OF CORPORATIONS

H11000272278 3