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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## COVER LETTER

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

SUBJECT: Atmosphere Water Solutions, 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

☐ \$78.75 Filing Fee  
& Certified Copy  
☒ \$87.50 Filing Fee,  
Certified Copy  
& Certificate of  
Status  
**ADDITIONAL COPY REQUIRED**

FROM: Howard Ullman

Name (Printed or typed)

5000 SW 52nd Street

Address

Davie, Florida 3314

City, State & Zip

954 261 6304

Daytime Telephone number

~~howard.ullman@earthlink.net~~

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

howard@atmosphericwater  
solutions.com

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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 20, 2011

HOWARD ULLMAN  
5000 SW 52ND STREET  
DAVIE, FL 33314

SUBJECT: ATMOSPHERE WATER SOLUTIONS, INC.  
Ref. Number: W11000063175

We have received your document for ATMOSPHERE WATER SOLUTIONS, INC. and your check(s) totaling \$150.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Florida Statutes require an entity to designate a street address for its principal office address. A post office box is not acceptable for the principal office address. The entity may, however, designate a separate mailing address. The mailing address may be a post office box.

If your business entity does not intend to transact business until January 1st of the upcoming calendar year, you may wish to revise your document to include an effective date of January 1st. If you do not list an effective date of January 1st, your business entity will become effective this calendar year and it will be required to file an annual report and pay the required annual report fee for the upcoming calendar year this coming January, which is merely weeks away. By listing an effective date of January 1st, the entity's existence will not begin until January 1st of the upcoming year and will, therefore, postpone the entity's requirement to file an annual report and pay the required annual report filing fee until the following calendar year.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6928.

Tim Burch  
Regulatory Specialist II  
New Filing Section

Letter Number: 211A00028323

**ARTICLES OF INCORPORATION OF  
ATMOSPHERE WATER SOLUTIONS, INC.**

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

**ARTICLE I: NAME**

The name of the corporation (the "Corporation") is: "Atmosphere Water Solutions, Inc."

**ARTICLE II: TERM OF EXISTENCE**

The Corporation shall have perpetual duration and existence.

**ARTICLE III: OBJECTS AND POWERS**

The nature of the Corporation's business, and its objects, purposes and powers are as follows:

3.01 The business of the Corporation shall be to (a) develop, produce, improve, modify, sell, lease, license, sublicense, distribute and otherwise commercially exploit water purification and water production products and technologies produced by the Corporation and others for drinking and other applications; (b) to transact any business, to engage in any lawful act or activity and to exercise all powers permitted to corporations by the Florida Business Corporation Act (the "FBCA"). The enumeration herein of the objects and purposes of the Corporation shall not be deemed to exclude or in any way limit by inference any powers, objects or purposes that the Corporation is empowered to exercise, whether expressly, by purpose or by any of the laws of the State of Florida or any reasonable construction of such laws.

**ARTICLE IV: CAPITAL STOCK**

4.01 General. The total number of shares of all classes of capital stock ("Shares") which the Corporation shall have the authority to issue is 100,000,000 consisting of the following classes:

- (1) 85,000,000 Shares of common stock, \$0.001 par value per share ("Common Stock");
- and (2) 15,000,000 Shares of preferred stock, \$0.01 par value per share ("Preferred Stock").

4.02 Preferred Stock. Shares of Preferred Stock may be issued for any purpose and in any manner permitted by law, in one or more distinctly designated series, as a dividend or for

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such consideration as the Corporation's Board of Directors may determine by resolution or resolutions from time to time adopted.

The Board of Directors is expressly authorized to fix and determine, by resolution or resolutions from time to time adopted prior to the issuance of any Shares of a particular series of Preferred Stock, the designations, voting powers (if any), preferences, and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, including, but without limiting the generality of the foregoing, the following:

(1) The distinctive designation and number of Shares of Preferred Stock that shall constitute a series, which number may from time to time be increased or decreased (but not below the number of Shares of such series then outstanding), by like action of the Board of Directors;

(2) The rate or rates and times at which dividends, if any, shall be paid on each series of Preferred Stock, whether such dividends shall be cumulative or non-cumulative, the extent of the preference, subordination or other relationship to dividends declared or paid, or any other amounts paid or distributed upon, or in respect of, any other class or series of Preferred Stock or other Shares;

(3) Redemption provisions, if any, including whether or not Shares of any series may be redeemed by the Corporation or by the holders of such series of Preferred Stock, or by either, and if redeemable, the redemption price or prices, redemption rate or rates, and such adjustments to such redemption price(s) or rate(s) as may be determined, the manner and time or times at which, and the terms and conditions upon which, Shares of such series may be redeemed;

(4) Conversion, exchange, purchase or other privileges, if any, to acquire Shares or other securities of any class or series, whether at the option of the Corporation or of the holder, and if subject to conversion, exchange, purchase or similar privileges, the conversion, exchange or purchase prices or rates and such adjustments thereto as may be determined, the manner and time or times at which such privileges may be exercised, and the terms and conditions of such conversion, exchange, purchase or other privileges;

(5) The rights, including the amount or amounts, if any, of preferential or other payments or distributions to which holders of Shares of any series are entitled upon the dissolution, winding-up, voluntary or involuntary liquidation, distribution, or sale or lease of all or substantially all of the assets of the Corporation; and

(6) The terms of the sinking fund, retirement, redemption or purchase account, if any, to be provided for such series and the priority, if any, to which any funds or payments allocated therefor shall have over the payment of dividends, or over sinking fund, retirement, redemption, purchase account or other payments on, or distributions in respect of, other series of Preferred Stock or Shares of other classes.

All Shares of the same series of Preferred Stock shall be identical in all respects, except there may be different dates from which dividends, if any, thereon may cumulate, if made cumulative.

4.03 Dividends. When, as, and if declared by the Board of Directors of the Corporation and to the extent permitted under applicable law and these Articles of Incorporation, as amended and/or restated, the Corporation shall pay dividends to the holders of Common Stock and the holders of Series A Preferred Stock, with the shares of Series A Preferred Stock participating equally with the shares of Common Stock on an as-converted to Common Stock basis. For the avoidance of doubt, as of the date of these Articles of Incorporation, as amended and/or restated, there shall be no accrued or declared but unpaid dividends with respect to any issued and outstanding series of Preferred Stock.

4.04 Rights, Warrants, Options, etc. The Board of Directors is expressly authorized to create and issue, by resolutions adopted from time to time, rights, warrants or options entitling the holders thereof to purchase Shares of any kind, class or series, whether or not in connection with the issuance and sale of any Shares, or other securities or indebtedness. The Board of Directors also is authorized expressly to determine the terms, including, without limitation, the time or times within which and the price or prices at which Shares may be purchased upon the exercise of any such right or option. The Board of Directors' judgment shall be conclusive as to the adequacy of the consideration received for any such rights or options.

4.05 Preemptive Rights. The holders of any Shares of any kind, class or series shall have as a matter of right the preemptive right to subscribe for the purchase of any Shares offered for sale by the Company and to do so on the same terms and conditions as offered by the Company to any prospective purchaser. The preemptive right shall not apply to offers, sales or issuances of Shares as a result of the exercise of any options, warrants or rights granted or issued under a duly approved and adopted incentive compensation plan of the Corporation.

4.06 Series A Convertible Preferred Stock, \$0.001 par value per share. Being duly authorized and approved by the Corporation and its shareholders entitled to vote thereon, the following series of Preferred Stock shall have the following designations, preferences and rights:

(a) Designation and Authorized Shares. One Million (1,000,000) shares of Preferred Stock, par value \$0.6648 per share, of the Corporation are hereby designated as "Series A Convertible Preferred Stock" (the "Series A Preferred Stock").

(b) Stated Value. Each share of Series A Preferred Stock shall have a stated value of Sixty Six and 48/100's Cents (\$0.6648) per share (the "Stated Value").

(c) Voting. Except as otherwise expressly required by applicable laws, and except for approval of the authorization of any series of Preferred Stock with superior or equal rights to any liquidation, dividend, or other distribution rights to the Series A Preferred Stock and/or with voting rights (collectively, any such series of Preferred Stock with superior distribution rights and/or voting rights shall be referred to as "Senior Preferred Stock"), the shares of Series A Preferred Stock shall not have no voting rights. With respect to authorization of any class or series of Senior Preferred Stock, each share of Series A Preferred Stock shall have one (1) vote per share on any resolution or proposal to authorize any Senior Preferred Stock presented for stockholder approval or requiring stockholder approval, whether at a stockholders' meeting or by written consent. Said voting rights are limited to voting on the authorization of any class or series of Senior Preferred Stock and shall not apply to any other matter presented for or requiring stockholder approval. A simple majority or greater affirmative vote of the Series A Preferred Stock, which shall vote as a separate class from any other class or series of Shares with voting rights, must approve any authorization of Senior Preferred Stock. Notwithstanding the foregoing restriction on authorization of any Senior Preferred Stock and the grant of voting rights of the Series A Preferred Stock, the right of the Series A Preferred Stock to approve as separate voting class or series any authorization of Senior Preferred Stock shall not apply to any authorization of a class or series of Senior Preferred Stock for the sole purpose of privately placing such class or series of Senior Preferred Stock with a single "accredited investor" (as defined under Rule 501(a) of Regulation D under the Securities Act of 1933, as amended) who is purchasing the Senior Preferred Stock for an aggregate purchase price of at least Two Million Dollars and No Cents (\$2,000,000.00) in a single transaction and said investment provides at least One Million Eight Hundred Thousand Dollars and No Cents (\$1,800,000.00) in net offering proceeds to the Corporation ("Exempt Authorization of Senior Preferred Stock"). In the event of any proposed Exempt Authorization of Senior Preferred Stock, the Corporation may authorize and issue Senior Preferred Stock for and only for an Exempt Authorization of Senior Preferred Stock pursuant to a stockholder vote were all Shares with voting rights votes as a single class for voting purposes and

the resolution or proposal to authorize a class or series of Senior Preferred Stock for an Exempt Authorization of Senior Preferred Stock is approved by at least a simple majority affirmative vote of all Shares entitled to vote thereon and voting as single class. Except as otherwise required by law, and when and if the holders of shares of Series A Preferred Stock shall be entitled under applicable laws to vote on any other matters presented for or requiring shareholder approval, then the holders of shares of Series A Preferred Stock shall vote together with the holders of Common Stock on all such matters and shall not vote as a separate class.

(d) Conversion.

(i) *Conversion Right.* Each share of Series A Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date such share was issued, and without the payment of additional consideration by the holder thereof, into one (1) share of Common Stock, \$0.001 par value per share, ("Common Stock") of the Corporation.

(ii) *Conversion Procedure.* In order to exercise the conversion privilege under this Section 4.06(d), the holder of any shares of Series A Preferred Stock to be converted shall give written notice to the Corporation at its principal executive offices that such holder elects to convert such shares of Series A Preferred Stock or a specified portion thereof into shares of Common Stock as set forth in such notice. At such time as the certificate or certificates representing the Series A Preferred Stock, which has been converted, are surrendered to the Corporation, the Corporation shall issue and deliver a certificate or certificates representing the number of shares of Common Stock determined pursuant to this Section 4.06(d). In case of conversion under this Section 4.06(d) of only a part of the shares of Series A Preferred Stock represented by a certificate surrendered to the Corporation, the Corporation shall issue and deliver a new certificate for the number of shares of Series A Preferred Stock, which have not been converted. Until such time as the certificate or certificates representing Series A Preferred Stock which has been converted are surrendered to the Corporation and a certificate or certificates representing the Common Stock into which such Series A Preferred Stock has been converted have been issued and delivered, the certificate or certificates representing the Series A Preferred Stock which have been converted shall represent the shares of Common Stock into which such shares of Series A Preferred Stock have been converted. The Corporation shall pay all documentary, stamp or similar issue or transfer tax due on the issue of shares of Common Stock issuable upon conversion of the Series A Preferred Stock.

(e) *Ranking.* Except as provided in Section 4.06(c) above, the Series A Preferred Stock shall be senior in rank to all other classes and series of Shares with respect to the



preferences as to dividends, distributions and payments upon the liquidation, dissolution and winding up of the Company. Except as provided in Section 4.06(c) above, the Corporation shall not hereafter authorize or issue any additional or other series of classes of Shares that is (i) of senior rank to the shares of Series A Preferred Stock in respect of the preferences as to dividends, distributions and payments upon the liquidation, dissolution and winding up of the Corporation or (ii) of pari passu rank to the shares of Series A Preferred Stock in respect of the preferences as to dividends, distributions and payments upon the liquidation, dissolution and winding up of the Corporation.

(f) Other Provisions.

(i) *Reservation of Common Stock.* The Corporation shall at all times reserve from its authorized Common Stock, one hundred ten percent (110%) of the maximum aggregate number of shares of Common Stock issued or issuable upon conversion of all Series A Preferred Stock, ignoring any conversion limits set forth herein.

(ii) *Record Holders.* The Corporation and its transfer agent, if any, for the Series A Preferred Stock may deem and treat the record holder of any shares of Series A Preferred Stock as reflected on the books and records of the Corporation as the sole true and lawful owner thereof for all purposes, and neither the Corporation nor any such transfer agent shall be affected by any notice to the contrary.

(g) Certain Adjustments.

(i) *Stock Dividends and Stock Splits.* If the Corporation, at any time while any shares of the Series A Preferred Stock are outstanding: (A) shall pay a stock dividend or otherwise make a distribution or distributions on shares of its Common Stock payable in shares of Common Stock, (B) subdivide outstanding shares of Common Stock into a larger number of shares, (C) combine (including by way of reverse stock split) outstanding shares of Common Stock into a smaller number of shares, or (D) issue by reclassification of shares of the Common Stock any shares of capital stock of the Corporation, then each share of Series A Preferred Stock shall receive such consideration as if such number of shares of Series A Preferred Stock had been, immediately prior to such foregoing dividend, distribution, subdivision, combination or reclassification, the holder of the number of shares of Common Stock into which it could convert at such time. Any adjustment made pursuant to this Section 4.06(g) shall become effective immediately after the record date for the determination of stockholders entitled to receive such

dividend or distribution and shall become effective immediately after the effective date in the case of a subdivision, combination or re-classification.

(ii) *Fundamental Transaction.* If, at any time while any of the shares of the Series A Preferred Stock are outstanding, (A) the Corporation effects any merger or consolidation of the Corporation with or into another person, (B) the Corporation effects any sale of all or substantially all of its assets in one transaction or a series of related transactions, (C) any tender offer or exchange offer (whether by the Corporation or another person) is completed pursuant to which holders of Common Stock are permitted to tender or exchange their shares for other securities, cash or property, or (D) the Corporation effects any reclassification of the Common Stock or any compulsory share exchange pursuant to which the Common Stock is effectively converted into or exchanged for other securities, cash or property (in any such case, a "Fundamental Transaction"), then, upon any subsequent conversion of the shares of the Series A Preferred Stock, the holders thereof shall have the right to receive, for each share of Common Stock that would have been issuable upon such conversion immediately prior to the occurrence of such Fundamental Transaction, the same kind and amount of securities, cash or property as it would have been entitled to receive upon the occurrence of such Fundamental Transaction if it had been, immediately prior to such Fundamental Transaction, the holder of such shares of Common Stock.

#### **ARTICLE V: REGISTERED AGENT And PRINCIPLES OFFCIE ADDRESS IS**

The Corporation's principle office and initial registered agent, who is a resident of the State of Florida, at that address shall be:

Howard Ullman  
5000 SW 52<sup>nd</sup> Street  
Davie, Florida 33314  
Located in Broward County

#### **ARTICLE VI: BOARD OF DIRECTORS**

6.01 Number. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors, each of whose members shall have the qualifications, if any, set forth in the Bylaws, and who need not be residents of the State of Florida. The number of directors of the Corporation (exclusive of directors to be elected by the holders of any one or more series of Preferred Stock voting separately as a class or classes) that shall constitute the Board of Directors shall be between 1 and 9, with the exact number determined from time to time by resolution adopted by the affirmative vote of at least (i) two-thirds (66 2/3%) of the Board of Directors and (ii) a majority of the Continuing Directors.

6.02 Vacancies. Any vacancies in the Board of Directors for any reason, and any newly created directorships resulting from any increase in the number of directors, may be filled only by the Board of Directors, acting by vote of (i) 66 2/3% of the directors then in office and (ii) a majority of the Continuing Directors, although less than a quorum, or if no directors remain by the affirmative vote of not less than (i) 66 2/3% of the Voting Shares and (ii) an Independent Majority of Shareholders, and any directors so chosen shall hold office until the next election of the class of the director they have replaced and until their successors have been elected and qualified. No decrease in the number of directors shall shorten the term of any incumbent director. Notwithstanding the foregoing, and except as otherwise required by law, whenever the holders of any one or more series of Preferred Stock shall have the right, voting separately as a class, to elect one or more directors of the Corporation, the terms of the director or directors elected by such holders shall expire at the next succeeding annual meeting of shareholders and vacancies created with respect to any directorship of the directors so elected shall be filled in the manner specified by such series of Preferred Stock. Subject to the foregoing, at each annual meeting of shareholders, the successors to the class of directors whose term is then expiring shall be elected to hold office for a term expiring at the third succeeding annual meeting and until their successors have been elected and qualified.

6.03 Nominations. In addition to the right of the Corporation's Board of Directors to make nominations for the election of directors, nominations for the election of directors may be made by any shareholder entitled to vote generally in the election of directors if that shareholder complies with all of the provisions of this Section 6.03.

(1) Advance notice of such proposed nomination shall be received by the Secretary of the Corporation (a) with respect to an election of directors to be held at an annual meeting, not less than 60 days nor more than 90 days prior to the anniversary of the last annual meeting of Corporation shareholders (or, if the date of the annual meeting is changed by more than 20 days from such anniversary date, within 10 days after the date that the Corporation mails or otherwise gives notice of the date of such meeting) and (b) with respect to an election to be held at a special meeting called for that purpose, not later than the close of the tenth day following the date on which notice of the meeting was first mailed to shareholders.

(2) Each notice under Section 6.03 (1) shall set forth (i) the name, age, business address and, if known, residence address of each nominee proposed in such notice, (ii) the principal occupation or employment of each such nominee during the past five years, (iii) the number of Shares of the Corporation which are Beneficially Owned by each such nominee; (iv) whether

such person or persons are or have ever been at any time directors, officers or beneficial owners of 5% or more of any class of capital stock, partnership interests or other equity interest of any Person and if so a description thereof; any directorships or similar position, and/or Beneficial Ownership of 5% or more of any class of capital stock, partnership interests or other equity interest held by such person or persons in any Person with a class of securities registered pursuant to Section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or subject to the requirements of Section 15(d) of the Exchange Act or any company registered as an investment company under the Investment Company Act of 1940, as amended; (v) whether, in the last five years, such person or persons are or have been convicted in a criminal proceeding or have been subject to a judgment, order, finding or decree of any federal, state or other governmental, regulatory or self-regulatory entity, concerning any violation of federal, state or other law, or any proceeding in bankruptcy, in order to evaluate the ability or integrity of the nominee; (vi) the name and address of the nominator and the number of Shares of the Corporation held by the nominator, and a written confirmation that the nominator is and will remain a shareholder of the Corporation through the meeting; (vii) represent that the nominator intends to appear in person or by proxy at the meeting to make such nomination, (viii) full disclosure of the existence and terms of all agreements and understandings, between the nominator or any other person and the nominee with respect to the nominee's nomination, or possible election and service to the Corporation's Board of Directors, or a confirmation that there are no such arrangements or understandings; (ix) the written consent of each such person to serve as a director if elected; and (x) any other information reasonably requested by the Corporation.

(3) The nomination made by a shareholder may only be made in a meeting of the shareholders of the Corporation called for the election of directors at which such shareholder is present in person or by proxy, and can only be made by a shareholder who has therefore complied with the notice provisions of Sections 6.03 (1) and (2). The foregoing provisions are not intended to and shall not limit the responsibilities of any nominator or nominees, or their respective Affiliates or Associates responsibilities under applicable law, including, without limitation, federal and state securities laws.

(4) The chairman of the shareholders' meeting may, if the facts warrant, determine and declare to the meeting that a nomination was not made in accordance with the foregoing procedures, and if he should so determine, he shall so declare to the meeting and the defective nomination shall be disregarded. The Corporation's Nominating Committee shall evaluate any proper nomination and may, in its discretion, make a recommendation thereon to the shareholders.

6.04 Removal. Directors may be removed only for cause upon the affirmative vote of (a) 66 2/3 % of all Voting Shares and (b) an Independent Majority of Shareholders at a meeting duly called and held for that purpose upon not less than 30 days' prior written notice.

## **ARTICLE VII: PROVISIONS RELATING TO BUSINESS COMBINATIONS**

The Florida Control Share Act, as amended, and any successor law shall not apply to this Corporation or its voting securities.

## **ARTICLE VIII: SPECIAL PROVISIONS**

In furtherance and not in limitation of the powers conferred by law, the following provisions for regulation of the Corporation, its directors and shareholders are hereby established:

8.01 Bylaws. The Corporation's Board of Directors is authorized and empowered, upon the affirmative vote of two-thirds (66 2/3%) of the Board of Directors and a majority of the Continuing Directors, to amend, alter, change or repeal any and all of the Corporation's Bylaws and to adopt new Bylaws, including, without limitation, establishing the exact number of directors to be fixed by resolution adopted by the Board of Directors from time to time consistent with Section 6.01 of these Articles of Incorporation. The shareholders may also amend the Bylaws by the affirmative vote of 66 2/3% of all Voting Shares entitled to vote on such amendment and by the affirmative vote of an Independent Majority of Shareholders.

8.02 Shareholder Action by Consent. No action may be taken by written consent except as may be provided in the designation of the preferences, limitations and relative rights of any series of the Corporation's Preferred Stock. Any action required or permitted to be taken by the holders of Corporation Common Stock must be effected at a duly called annual or special meeting of such holders, and may not be effected by any consent in writing by such holders.

8.03 Shareholder Requests for Special Meetings. The Corporation will hold a special meeting of shareholders on a proposed issue or issues at the request of shareholders only upon the receipt from the holders of half (50%) of all the votes entitled to be cast on the proposed issue or issues of signed, dated written demands for the meeting describing the purpose for which it is to be held.

## **ARTICLE IX: SHAREHOLDER PROPOSALS**

9.01 Proposals. In addition to the right of the Corporation's Board of Directors to submit proposals for a shareholder vote, proposals for a shareholder vote may be made in connection with any annual meeting of Corporation shareholders by any holder of voting shares ("Proponent") entitled to vote generally in the election of directors if that shareholder complies with all of the provisions of this Section 9.01.

(1) Advance notice of such proposal shall be received by the Secretary of the Corporation (a) with respect to an annual meeting, not less than 60 days nor more than 90 days prior to the anniversary of the last annual meeting of Corporation shareholders (or, if the date of the annual meeting is changed by more than 20 days from such anniversary date, within 10 days after the date that the Corporation mails or otherwise gives notice of the date of such meeting) and (b) with respect to a special meeting, not later than the close of the tenth day following the date on which notice of the meeting was first mailed to shareholders.

(2) Each notice under Section 9.01(1) shall set forth (i) the names and business addresses of the Proponent and all persons acting in concert with the Proponent, (ii) the name and address of the Proponent and persons identified in clause (i), as they appear on the Corporation's books (if they so appear); (iii) the class and number of Voting Shares of the Corporation that are beneficially owned by the Proponent and the persons identified in clause (i); (iv) a description of the proposal containing all material information relating thereto; and (v) such other information as the Board of Directors reasonably determines is necessary or appropriate to enable the Board of Directors and shareholders of the Corporation to consider the proposal.

(3) proposal made by a shareholder may only be made in a meeting of the shareholders of the Corporation at which such shareholder is present in person or by proxy, and can only be made by a shareholder who has therefore complied with the notice provisions of Sections 9.01(1) and (2), and is subject further to compliance with all applicable laws, including, without limitation, federal and state securities laws.

(4) The Chairman of the shareholders' meeting may, if the facts warrant, determine and declare to the meeting that a proposal was not made in accordance with the foregoing procedures, and if he should so determine, he shall so declare to the meeting and the defective proposal shall be disregarded.

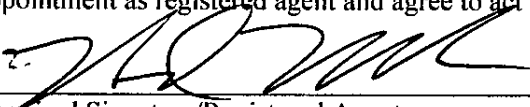
## ARTICLE X: AMENDMENT OF ARTICLES OF INCORPORATION

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute or these Articles, and all rights conferred upon shareholders herein are granted subject to this reservation. These Articles of Incorporation may be amended as provided by law; *provided, however*, that the affirmative vote of the holders of two-thirds (66 2/3%) of all of the Voting Shares outstanding and entitled to vote, voting as classes, if applicable, and an Independent Majority of Shareholders shall be required to approve any change of Articles VI, VII, IX and X of these Articles of Incorporation.

## ARTICLE XI: INCORPORATOR

The name and address of the incorporator is Howard Ullman, a resident of the State of Florida and whose address is 5000 SW 52<sup>nd</sup> Street, Davie, Florida 33314, located in Broward County.

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

Date: December 15, 2011

Howard Ullman, Registered Agent  
5000 SW 52<sup>nd</sup> Street  
Davie, Florida 33314  
Telephone: (954) 261-6304

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

Date: December 15, 2011

Howard Ullman, Incorporator  
5000 SW 52<sup>nd</sup> Street  
Davie, Florida 33314  
Telephone: (954) 261-6304

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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