

P12000073074

Accurate Concepts Consulting Serv
1500 W Cypress Creek Rd., #303
Ft. Lauderdale FL 33309

(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



400238567724

08/24/12--01027--017 **87.50

FILED
12 AUG 24 PM 4:45
SECRETARY OF STATE
TALLAHASSEE, FL 32307

T. Bureh AUG 27 2012

ARTICLES OF INCORPORATION
OF
Polygon Ventures, Inc.

The undersigned subscriber to these Articles of Incorporation, natural person competent to contract, hereby forms a corporation under the laws of the State of Florida, by and under the provision for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of this corporation shall be:
Polygon Ventures, Inc., a Florida corporation

ARTICLE II

The general nature of the business proposed to be transacted and carried on, and the objectives and purposes of the corporation, are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

(a) To acquire, maintain, operate, manage, sell or lease or otherwise deal in real or personal property of every kind and nature, either at, retail, or wholesale, for the corporation's own account or for the account of others.

(b) To manufacture, purchase or otherwise acquire, and to own and mortgage, pledge, sell, assign and transfer or otherwise dispose of, and to invent, trade, deal in and with goods, wares, merchandise and other personal property of every class and description what so ever. To buy, sell, manufacture, repair, alter and exchange, let or hire, export and deal in all kinds of articles and things which may be required for the purpose of any of the said businesses, or commonly supplied or dealt in by persons engaged in any such businesses, or which may seem capable of being profitably dealt with in connection with any of the said businesses.

(d) To operate, manage and maintain stores, buildings, warehouses or any other real property for the carrying out of any of the foregoing businesses.

(e) To lease, hire or otherwise acquire, to own, hold, maintain, improve, alter and to sell, convey, mortgage or otherwise dispose of real and personal property and any interest therein.

(f) To guarantee, acquire by purchase, subscription or otherwise, hold for investment or otherwise sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or any evidences of indebtedness created by any other corporation or corporations; and while the owner of any such stocks, bonds, securities or evidences of indebtedness, to exercise all the rights, powers and privileges of ownership; including the right to vote thereon for any and all purposes; to aid by Loan, subsidy, guaranty, or in any other manner whatsoever so far as the same may be permitted in the case of corporations organized under the general corporation laws of the State of Florida, any corporation whose stocks, bonds, securities or other obligations are or may be in any manner and at any time owned, held or guaranteed, and to do any and all other acts or things for the preservation, protection, improvement or enhancement in value of any such stocks, bonds, securities or other obligations; and to do all and any such acts or things designed to accomplish any such purposes.

(g) To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises and contracts of every kind; or cause to be: formed, promote and to aid in any way in the formation of any corporation, domestic or foreign.

12 AUG 21 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

(h) To act as financial, business and purchasing agent for domestic and foreign corporations, individuals, partnerships, associations, state governments or other bodies.

(I) To acquire in any manner, enjoy, utilize, hold, sell, assign, lease, mortgage or otherwise dispose of letters patent of the United States or of any foreign country, patents, patent rights, licenses and privileges, inventions, improvement a and processes , copyrights , trademarks and trade names or pending applications therefore, relating to or useful in connection with the business of the corporation or any other corporation in which the corporation may have an interest as a stockholder or otherwise.

(J) To borrow money and contract debts when necessary for the transaction of its businesses or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or payable upon the happening of a specific event, whether secured by a mortgage, pledge or otherwise, or unsecured, for money borrowed or in payment for property purchased or acquired, or for any other lawful objects.

(k) To acquire by purchase, subscription or otherwise, and to hold for investment, and to own, hold, sell, vote and handle shares of stock in other corporations.

(l) To have one or more offices, conduct its business and promote its objects within and without the State of Florida, in other -states, the District of Columbia, and the territories, possessions and dependencies of the United States, and in foreign countries, without restriction as to place or amount.

(m) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the powers enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, as principal agent, director, trustee or otherwise, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful business necessary or incidental to the accomplishment of the purpose or the attainment of the objects or the furtherance of such purposes or objects of the corporation, whether or not such business is similar in nature to the purposes and objects set forth in these Articles of Incorporation or any amendment thereof.

The foregoing paragraphs shall be construed as enumerating both objects and power of the corporation it is hereby expressly provided that the foregoing enumeration of specific power shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE III

3.1 The authorized capital stock of this corporation shall consist of Fifty Thousand (50,000) shares of common stock of the par value of One Dollar (\$1.00) per share, and twenty-five thousand (25,000) shares of Serial Preferred Stock, without par value.

3.2 Preemptive Rights. No holder of capital stock of the Corporation of any class shall have any preemptive right to subscribe to or purchase (i) any shares of capital stock of this Corporation; (ii) any securities convertible into such shares or (iii) any options, warrants or rights to purchase such shares or securities convertible into any such shares.

3.3 Each holder of common stock shall have one vote for each share of such stock held. The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States or proper labor or services at a just valuation to be fixed by the Directors. A majority of the outstanding shares of stock shall

constitute a quorum at shareholders meetings unless the By Laws shall make provision for some lesser percentage of shares.

ARTICLE IV

SERIAL PREFERRED STOCK

4.1 Issuance in Series. The Board of Directors is hereby empowered to cause the Serial Preferred Stock of the Corporation to be issued in series with such of the variations permitted by clauses (a)-(h), both inclusive, of this Section 4.1 as shall have been fixed and determined by the Board of Directors with respect to any series prior to the issue of any shares of such series.

The shares of the Serial Preferred Stock of different series may vary as to:

(a) the number of shares constituting such series and the designation of such series, which shall be such as to distinguish the shares thereof from the shares of all other series and classes;

(b) the rate of dividend, the time of payment and, if cumulative, the dates from which dividends shall be cumulative, and the extent of participation rights, if any;

(c) any right to vote with holders of shares of any other series or class and any right to vote as a class, either generally or as a condition to specified corporate action;

(d) the price at and the terms and conditions on which shares may be redeemed;

(e) the amount payable upon shares in event of involuntary liquidation;

(f) the amount payable upon shares in event of voluntary liquidation;

(g) any sinking fund provisions for the redemption or purchase of shares; and

(h) the terms and conditions on which shares may be converted, if the shares of any series are issued with the privilege of conversion.

The shares of all series of Serial Preferred Stock shall be identical except as, within the limits set forth above in this Section 4.1, shall have been fixed and determined by the Board of Directors prior to the issuance thereof.

4.1 Dividends. The holders of the Serial Preferred Stock of each series shall be entitled to receive, if and when declared payable by the Board of Directors, dividends in lawful money of the United States of America, at the dividend rate for such series, and not exceeding such rate except to the extent of any participation right. Such dividends shall be payable on such dates as shall be fixed for such series. Dividends, if cumulative and in arrears, shall not bear interest.

No dividends shall be declared or paid upon or set apart for the Common Stock or for stock of any other class hereafter created ranking junior to the Serial Preferred Stock in respect of dividends or assets (hereinafter called Junior Stock), and no shares of Serial Preferred Stock, Common Stock or Junior Stock shall be purchased, redeemed or otherwise reacquired for a consideration, nor shall any funds be set aside for or paid to any sinking fund therefor, unless and until (i) full dividends on the outstanding Serial Preferred Stock at the dividend rate or rates therefor, together with the full additional amount required by any participation right, shall have been paid or declared and set apart for payment with respect to all past dividend periods, to the extent that the holders of the Serial Preferred Stock are entitled to dividends with respect to any past dividend period, and the current dividend period, and (ii) all mandatory sinking fund payments that shall have become due in respect of any series of the Serial Preferred Stock shall have been made. Unless full dividends with respect to all past dividend periods on the outstanding Serial Preferred Stock at the dividend rate or rates therefor, to the extent the holders of the Serial Preferred Stock are entitled to dividends with respect to any particular past dividend period, together with the full additional amount required by any participation right, shall have been paid or declared and set apart for payment and all mandatory sinking fund payments that shall have become due in respect of any

series of the Serial Preferred Stock shall have been made, no distributions shall be made to the holders of the Serial Preferred Stock of any series unless distributions are made to the holders of the Serial Preferred Stock of all series then outstanding in proportion to the aggregate amounts of the deficiencies in payments due to the respective series, and all payments shall be applied, first, to dividends accrued and in arrears, next, to any amount required by any participation right, and, finally, to sinking fund payments. The terms "current dividend period" and "past dividend period" mean, if two or more series of Serial Preferred Stock having different dividend periods are at the time outstanding, the current dividend period or any past dividend period, as the case may be, with respect to each such series.

4.3 Preference on Liquidation. In the event of any liquidation, dissolution or winding up of the Corporation, the holders of the Serial Preferred Stock of each series shall be entitled to receive, for each share thereof, the fixed liquidation price for such series, plus, in case such liquidation, dissolution or winding up shall have been voluntary, the fixed liquidation premium for such series, if any, together in all cases with a sum equal to all dividends accrued or in arrears thereon and the full additional amount required by any participation right, before any distribution of the assets shall be made to holders of the Common Stock or Junior Stock; but the holders of the Serial Preferred Stock shall be entitled to no further participation in such distribution. If, upon any such liquidation, dissolution or winding up, the assets distributable among the holders of the Serial Preferred Stock shall be insufficient to permit the payment of the full preferential amounts aforesaid, then such assets shall be distributed among the holders of the Serial Preferred Stock then outstanding ratably in proportion to the full preferential amounts to which they are respectively entitled. For the purposes of this Section 4.3, the expression "dividends accrued or in arrears" means, in respect of each share of the Serial Preferred Stock of any series at a particular time, an amount equal to the product of the rate of dividend per annum applicable to the shares of such series multiplied by the number of years and any fractional part of a year that shall have elapsed from the date when dividends on such shares became cumulative to the particular time in question less the total amount of dividends actually paid on the shares of such series or declared and set apart for payment thereon; provided, however, that, if the dividends on such shares shall not be fully cumulative, such expression shall mean the dividends, if any, cumulative in respect of such shares for the period stated in the articles of serial designation creating such shares less all dividends paid in or with respect to such period.

ARTICLE V

COMMON STOCK

5.1 Dividends. Subject to the provisions of law and the rights of holders of shares at the time outstanding of all classes of stock having prior rights as to dividends, the holders of Common Stock at the time outstanding shall be entitled to receive such dividends at such times and in such amounts as the Board of Directors may deem advisable.

5.2 Liquidation. In the event of any liquidation, dissolution or winding up (whether voluntary or involuntary) of the Corporation, after the payment or provision for payment in full for all debts and other liabilities of the Corporation and all preferential amounts to which the holders of shares at the time outstanding of all classes of stock having prior rights thereto shall be entitled, the remaining net assets of the Corporation shall be distributed ratably among the holders of the shares at the time outstanding of Common Stock.

5.3 Voting Rights. The holders of Common Stock shall be entitled to one vote per share on all matters.

Article VI

This corporation shall at all times have at least one (1) director. The number of directors may be increased or decreased from time to time in the manner set forth in the By-Laws adopted by the stockholders, but shall never be less than one (1) not more than five (5). Initially the Corporation shall have one (1) director.

Article VII

LIMIT ON LIABILITY AND INDEMNIFICATION

7.1 Definitions. For purposes of this Article the following definitions shall apply:

(a) "Corporation" means this Corporation, and no other predecessor entity or other legal entity;

(b) "expenses" include counsel fees, expert witness fees, and costs of investigation, litigation and appeal, as well as any amounts expended in asserting a claim for indemnification;

(c) "liability" means the obligation to pay a judgment, settlement, penalty, fine, or other such obligation, including, without limitation, any excise tax assessed with respect to an employee benefit plan;

(d) "legal entity" means a corporation, partnership, joint venture, trust, employee benefit plan or other enterprise;

(e) "predecessor entity" means a legal entity the existence of which ceased upon its acquisition by the Corporation in a merger or otherwise; and

(f) "proceeding" means any threatened, pending, or completed action, suit, proceeding or appeal whether civil, criminal, administrative or investigative and whether formal or informal.

7.2 Limit on Liability. In every instance permitted by the FLORIDA Stock Corporation Act, as it exists on the date hereof or may hereafter be amended, the liability of a director or officer of the Corporation to the Corporation or its shareholders arising out of a single transaction, occurrence or course of conduct shall be limited to one dollar.

7.3 Indemnification of Directors and Officers. The Corporation shall indemnify any individual who is, was or is threatened to be made a party to a proceeding (including a proceeding by or in the right of the Corporation) because such individual is or was a director or officer of the Corporation, or because such individual is or was serving the Corporation or any other legal entity in any capacity at the request of the Corporation, against all liabilities and reasonable expenses incurred in the proceeding except such liabilities and expenses as are incurred because of such individual's willful misconduct or knowing violation of the criminal law. Service as a director or officer of a legal entity controlled by the Corporation shall be deemed service at the request of the Corporation. The determination that indemnification under this Section 7.3 is permissible and the evaluation as to the reasonableness of expenses in a specific case shall be made, in the case of a director, as provided by law, and in the case of an officer, as provided in Section 7.4 of this Article; provided, however, that if a majority of the directors of the Corporation has changed after the date after the date of the alleged conduct giving rise to a claim for indemnification, such determination and evaluation shall, at the option of the person claiming indemnification, be made by special legal counsel agreed upon by the Board of Directors and such person. Unless a determination has been made that indemnification is not permissible, the Corporation shall make advances and reimbursements for expenses incurred by a director or officer in a proceeding upon receipt of an undertaking from such director or officer to repay the same if it is ultimately determined that such director or officer is not entitled to indemnification. Such undertaking shall be an unlimited, unsecured general obligation of the director or officer and shall be accepted without reference to such director's or officer's ability to make repayment. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that a director or officer acted in such a manner as to make such director or officer ineligible for indemnification. The Corporation is authorized to contract in advance to indemnify and make advances and reimbursements for expenses to any of its directors or officers to the same extent provided in this Section 7.3.

7.4 Indemnification of Others. The Corporation may, to a lesser extent or to the same extent that it is required to provide indemnification and make advances and reimbursements for expenses to its directors and officers pursuant to Section 7.3 of this Article, provide indemnification and make advances and reimbursements for expenses to its employees and agents, the directors, officers, employees and agents of its subsidiaries and predecessor entities, and any person serving any other legal entity in any capacity at the request of the Corporation, and may contract in advance to do so. The determination that indemnification under this Section 7.4 is permissible, the authorization of such indemnification and the evaluation as to the reasonableness of expenses in a specific case shall be made as authorized from time to time by general or specific action of the Board of Directors, which action may be taken before or after a claim for indemnification is made, or as otherwise provided by law. No person's rights under Section 7.3 of this Article shall be limited by the provisions of this Section 7.4.

7.5 Miscellaneous. The rights of each person entitled to indemnification under this Article shall inure to the benefit of such person's heirs, executors and administrators. Special legal counsel selected to make determinations under this Article may be counsel for the Corporation. Indemnification pursuant to this Article shall not be exclusive of any other right of indemnification to which any person may be entitled, including indemnification pursuant to a valid contract, indemnification by legal entities other than the Corporation and indemnification under policies of insurance purchased and maintained by the Corporation or others. However, no person shall be entitled to indemnification by the Corporation to the extent such person is indemnified by another, including an insurer. The Corporation is authorized to purchase and maintain insurance against any liability it may have under this Article or to protect any of the persons named above against any liability arising from their service to the Corporation or any other legal entity at the request of the Corporation regardless of the Corporation's power to indemnify against such liability. The provisions of this Article shall not be deemed to preclude the Corporation from entering into contracts otherwise permitted by law with any individuals or legal entities, including those named above. If any provision of this Article or its application to any person or circumstances is held invalid by a court of competent jurisdiction, the invalidity shall not affect other provisions or applications of this Article, and to this end the provisions of this Article are severable.

7.6 Application; Amendments. The provisions of this Article shall be applicable from and after its adoption even though some or all of the underlying conduct or events relating to a proceeding may have occurred before its adoption. No amendment, modification or repeal of this Article shall diminish the rights provided hereunder to any person arising from conduct or events occurring before the adoption of such amendment, modification or repeal.

Article Series A

SERIAL PREFERRED STOCK, SERIES A

Pursuant to a resolution to be adopted by the Board of Directors of the Corporation, 25,000 shares of Serial Preferred Stock constitute a series of Serial Preferred Stock designated as the \$26.25 Cumulative Convertible Preferred Stock, Series A (\$500 Stated Value) (the "Series A Stock"), the shares of which have the following rights and preferences:

9.1 Designation. The designation of the series of Serial Preferred Stock shall be "\$26.25 Cumulative Convertible Preferred Stock, Series A (\$500 Stated Value)."

9.2 Dividends. The holders of shares of the Series A Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends in cash in the amount of \$26.25 per share per annum, payable quarterly on the last business day of January, April, July and October in each year (each of the quarterly periods ending on the last business day of such months, respectively, being hereinafter called a "dividend period"); provided, however, no dividend shall be payable as to any payment date occurring in the same calendar month in which the initial issuance of the Series A Stock occurs. Dividends on shares of the Series A Stock shall be cumulative commencing with the first day of the first dividend period for which a dividend is payable in accordance with the first sentence of this subdivision (whether or not there shall be net profits or net assets of the Corporation legally available for the payment of such dividends). All dividends declared upon the shares of the Series A Stock shall be declared pro rata. Holders of shares of the Series A Stock shall not be entitled to any dividends, whether payable in cash, property or stock, in excess of the dividends provided for herein.

9.3 Redemption. The shares of the Series A Stock shall be subject to redemption as follows:

(a) Mandatory Redemption Requirement. On the last day of the dividend period for the Series A Stock which includes the tenth anniversary of the initial issuance of the Series A Stock, and on the last day of each corresponding dividend period in the four successive twelve-month periods (the "Mandatory Redemption Dates"), the Corporation shall redeem any shares of the Series A Stock constituting Mandatory Redemption Shares in accordance with the provisions hereof (other than any such Mandatory Redemption Shares that have been converted or surrendered for conversion pursuant to subdivision (6) hereof), at the redemption price of \$525 a share. "Mandatory Redemption Shares" shall be the 5,000 shares of Series A Stock selected in each year by the transfer agent by lot as of the dates (the "Redemption Record Dates") 90 days prior to the first, second, third, fourth and fifth Redemption Dates, respectively, from a pool consisting of all of the shares of the Series A Stock originally issued, less any shares of Series A Stock selected as Mandatory

Redemption Shares in a prior year. Mandatory Redemption Shares shall be selected by the transfer agent by lot among the stock certificates representing shares of the Series A Stock as of the respective Redemption Record Dates and a hypothetical stock certificate representing all of the shares of the Series A Stock that have been converted or surrendered for conversion on or prior to the respective Redemption Record Dates, except that shares previously drawn for redemption shall not be included in such hypothetical stock certificates; provided that in such lot selection certificates representing more than 10 shares of Series A Stock, including the hypothetical certificate representing converted shares, shall be assigned separate lot numbers for each whole or partial 10-share unit represented by such certificates.

(b) Optional Redemption Right. At any time after the fifth anniversary of the initial issuance of the Series A Stock, the Corporation may call for redemption all of the outstanding Series A Stock (the "Optional Redemption Shares") at a price of \$525 a share within 60 days of the class vote referred to below (the "Optional Redemption Date"), if (i) the shares of the Series A Stock shall have voted as a class, either separately or together with shares of any other series of Serial Preferred Stock, as a condition to the taking of any corporate action other than action which would change the Series A Stock dividend rights, liquidation preference, mandatory redemption rights, redemption premium, voting rights or conversion rights, (ii) the vote necessary to constitute approval of that action by such class shall not have been obtained and (iii) the vote, necessary to constitute approval of that action by the holders of the Common Stock shall have been obtained.

(c) Redemption Procedure. Notice of redemption of shares of the Series A Stock shall be given by a notice stating the Mandatory or Optional Redemption Date, respectively, mailed by first class mail not less than 30 nor more than 60 days prior to the date fixed for redemption to the registered holders of the shares constituting the Mandatory or Optional Redemption Shares, respectively, at their addresses as shown on the books of the Corporation. On or at any time before the Mandatory or Optional Redemption Date, respectively, the Corporation shall deposit in trust, for the account of the holders of the shares redeemed, funds necessary for such redemption with a bank or trust company in Ft. Lauderdale, Florida or New York, having capital and surplus aggregating at least \$13,125,000. Upon the making as hereinabove provided of the notice of such redemption, provided such notice specifies the office of such bank or trust company where such deposit in trust has been made (or the date on which it will be made) and states that deposit is (or shall be) immediately available to the holders of the shares to be redeemed, and upon the making of such deposit in trust together with irrevocable instructions and authority to pay the amounts due upon redemption, then all shares with respect to the redemption of which such deposit and instructions shall have been made and such notice therefor given shall, whether or not the certificates therefor shall have been surrendered for cancellation, be deemed no longer to be outstanding for any purpose, and all rights with respect to such shares shall thereupon cease and terminate, except only the right of the holders of the certificates for such shares to receive, out of the funds so deposited in trust, from and after the date of such deposit, the amount payable upon the redemption thereof (including all accumulated dividends), without interest, and the right of the holders of such shares to convert them as provided in subdivision (6) hereof. Any interest on the funds so deposited shall be paid to the Corporation.

(d) Payment of Dividends at Redemption. Before redeeming any shares of the Series A Stock, all accumulated dividends on the Series A Stock, including the dividend payable on the Redemption Date, shall be declared and paid on the Redemption Date.

9.4. Rights on Liquidation, Dissolution, Winding Up. In the event of any involuntary or voluntary liquidation, dissolution or winding up of the Corporation, the holders of the Series A Stock then outstanding shall be entitled to be paid out of assets of the Corporation available for distribution to its stockholders an amount equal to \$500 per share, plus an amount equal to accumulated and unpaid dividends to and including the date on which such payment is made, but the holders of Series A Stock shall be entitled to no further participation in such distribution.

9.5 Voting. Except as otherwise provided by law, the voting rights of the holders of the Series A Stock shall be as follows:

(a) Each holder of shares of the Series A Stock shall be entitled to one vote for each share held, and the shares of such series, the shares of Common Stock and any other class of stock of the Corporation then having general voting rights shall vote together as one class.

(b) In the event that at any time or from time to time, while any shares of the Series A Stock are outstanding, six or more quarterly dividends, whether consecutive or not, on any shares of the Series A Stock shall be in arrears and unpaid, whether or not earned or declared, then the holders of all of the outstanding shares of the Series A Stock together with the holders of any other series of Serial Preferred Stock then entitled to such a vote under the terms of the Articles of Incorporation of the Corporation, voting as a single class, shall be entitled to elect two members of the Board of Directors of the Corporation. Immediately after the occurrence of such event, the number of directors of the Corporation shall be increased by two and (unless a regular meeting of stockholders of the Corporation is to be held within 60 days for the purpose of electing directors) the Corporation shall give prompt notice to the holders of all of the outstanding shares of the Serial Preferred Stock then so entitled to such a vote of a special meeting of such holders to take place within 60 days after the occurrence of such event. If such meeting shall not have been called as so provided, such meeting may be called at the expense of the Corporation by the holders of not less than five percent of such Serial Preferred Stock at the time outstanding, on written notice specifying the time and place of the meeting given by mail not less than ten days or more than 30 days before the date of such meeting specified in such notice. At such meeting the holders of all of such Serial Preferred Stock at the time outstanding, voting as a single class, shall have the right to elect the two additional members of the Board of Directors of the Corporation.

If a regular meeting of the stockholders of the Corporation for the purpose of electing directors is to be held within 60 days after the occurrence of such event, then at such meeting, and, in any event, at each subsequent meeting of the stockholders of the Corporation called for the purpose of electing directors, the holders of such Serial Preferred Stock at the time outstanding, voting as a single class, shall have the right to elect two members of the Board of Directors on the same conditions as stated above.

At any special or regular meeting provided for in the next two preceding paragraphs, each outstanding share of such Serial Preferred Stock shall be entitled to one vote for the election of the directors provided for herein; the holders of a majority of the shares of such Serial Preferred Stock at the time outstanding shall constitute a quorum; and a plurality vote of such quorum shall govern.

The directors elected by the holders of such Serial Preferred Stock shall hold office until their successors shall be elected. The right of holders of the Serial Preferred Stock to elect such two additional directors shall continue until such time as all accumulated dividends on such shares have been paid in full. The right shall be terminated for the time being and the terms of the directors so elected shall automatically expire at such time as all dividends on all outstanding shares of such Serial Preferred stock in arrears shall have been paid in full.

9.6 Conversion. (a) The Series A Stock shall be convertible, at the option of the holder thereof, at any time upon surrender, to any office or agency maintained by the Corporation from time to time for this purpose, of the certificates evidencing the shares to be converted, into fully paid and nonassessable shares of Common Stock of the Corporation at the conversion rate in effect at the time of conversion determined as hereinafter provided. Each share of Series A Stock shall initially be convertible into two shares of Common Stock. Any share of Series A Stock called for redemption or for which payment is provided upon any liquidation, dissolution or winding up of the Corporation may be converted, provided that the certificate evidencing such share is surrendered for conversion at any time on or before the date fixed by the Corporation, which date shall not be earlier than 3:00 p.m., Ft. Lauderdale, Florida business time, on the second full business day immediately preceding the Redemption Date (excluding in such computation of date the Redemption Date), as the case may be. Upon conversion, any payment or adjustment shall be made for dividends on any class of shares.

(b) The number of shares of Common Stock and the number of shares of stock of other classes of the Corporation, if any, into which each share of the Series A Stock is convertible shall be subject to adjustment from time to time, as follows:

(i) in case the Corporation shall take a record of the holders of Common Stock to (A) declare and pay a dividend or distribution payable in shares of its capital stock, (B) subdivide or split its outstanding shares of Common Stock into a larger number of shares, (C) combine its outstanding shares of Common Stock

into a smaller number of shares, or (D) issue any capital stock (all shares so issued to be included in the term "Common Stock" as used in this paragraph (i)) as a result of a reclassification or a change of the terms of its outstanding shares of Common Stock, the holder of each share of Series A Stock shall thereafter be entitled to receive, upon conversion, the number and kind of shares of Common Stock of the Corporation he would have been entitled to receive after any of the events described above had such conversion occurred immediately prior to such record date.

(ii) in case the Corporation shall take a record of the holders of its Common Stock for the purpose of issuing any rights or warrants entitling them to subscribe for or purchase shares of Common Stock at a price per share less than the average market price per share of Common Stock (as defined in paragraph (v) of this subdivision 6(b)) for the date at which such record is taken, in each such case, the number of shares of Common Stock into which each share of Series A Stock shall thereafter be convertible shall be determined by multiplying the number of shares of Common Stock into which such share of Series A Stock was immediately theretofore convertible by a fraction, of which the numerator shall be the sum of the number of shares of Common Stock outstanding at the time of the taking of such record plus the number of additional shares of Common Stock so offered for subscription or purchase, and of which the denominator shall be the sum of the number of shares of Common Stock outstanding at the time of the taking of such record plus the number of shares of Common Stock which could be purchased at the average market price per share of Common Stock (as defined in paragraph (v) of this subdivision 6(b)) for such date with the aggregate offering price of the total number of shares so offered.

(iii) in case the Corporation shall take a record of the holders of Common Stock to distribute to the holders of its Common Stock evidences of indebtedness or assets (excluding cash dividends), then the number of shares of Common Stock into which each share of Series A Stock shall thereafter be convertible shall be determined by multiplying the number of shares of Common Stock into which such share of Series A Stock was immediately theretofore convertible by a fraction of which the numerator shall be the average market price per share of Common Stock (as defined in paragraph (v) of this subdivision 6(b)) for the record date, and of which the denominator shall be the average market price per share of Common Stock for such date, less the fair market value (as reasonably determined by the Board of Directors of the Corporation, whose determination shall be conclusive, and described in a statement filed with the Transfer Agent or Transfer Agents for the Series A Stock and for the Common Stock) of the portion of the assets or evidences of indebtedness so distributed applicable to one of the outstanding shares of the Common Stock.

(iv) in case of any reorganization, recapitalization, consolidation, merger, or sale, transfer, exchange or conveyance of all or substantially all of the property or assets of the Corporation as a result of which the holders of Common Stock shall be entitled to receive stock, other securities, cash or other assets with respect to or in exchange for Common Stock, the holder of a share of Series A Stock shall have the right thereafter to convert such share into the kind and amount of shares of stock or other securities or other assets receivable upon such reorganization, recapitalization, consolidation, merger, sale, transfer, exchange or conveyance by a holder of the number of shares of Common Stock into which such share of Series A Stock might have been converted immediately prior to such reorganization, recapitalization, consolidation, merger, sale, transfer, exchange or conveyance and shall have no other conversion rights with regard to such share of Series A Stock.

(v) the term "average market price per share of Common Stock" for any date shall mean the average of the daily closing prices for the thirty consecutive business days commencing forty-five business days before the date in question.

(vi) no adjustment in the number of shares of Common Stock into which any share of Series A Stock is convertible shall be required unless such adjustment would require an increase or decrease of at least one percent (1%) in the number of shares of Common Stock into which a share of Series A Stock is then convertible; provided, however, that any adjustments which by reason of this paragraph (vi) are not required to be made shall be carried forward and taken into account in any subsequent adjustment; and provided, further, that notwithstanding the foregoing, adjustment shall be made not later than the earlier of (A) three years after the occurrence of any of the events specified in paragraphs (i), (ii) and (iii) of this subdivision 6(b) and (B) the date as to which the aggregate adjustments not previously made would require a total increase or decrease of 1% in the conversion rate. All calculations under this subdivision 6(b) shall be made to

the nearest cent or the nearest one-hundredths of a share, as the case may be.

Except as otherwise provided in this subdivision 6(b), no adjustment of the conversion rate shall be made by reason of the issuance of shares of Common Stock in exchange for cash, property or services.

(vii) if the Corporation shall take a record for the purpose of entitlement to any dividend, distribution, rights or warrants, and thereafter legally abandon its plan to pay or deliver such dividend, distribution, rights or warrants, then no adjustment in the number of shares of Common Stock, or of other shares of the Corporation into which any share of Series A Stock is convertible, shall be required.

(viii) in the event that at any time as a result of an adjustment made pursuant to paragraph (i) of this subdivision 6(b), the holder of any shares of Series A Stock shall become entitled to receive any shares of capital stock of the Corporation other than Common Stock or shares of stock or other securities or another corporation pursuant to subparagraph(iv) of this subdivision 6(b), thereafter the number of such other shares or amount of such other securities so receivable upon conversion of any share of Series A Stock shall be subject to adjustment from time to time in the manner and on the terms as nearly equivalent as practicable to the provisions with respect to the Common Stock contained in paragraphs (i) through (vii) of this subdivision 6(b), to the extent they can appropriately apply on like terms to such other shares.

(c) Whenever any adjustment is required in the shares into which any share of Series A Stock is convertible, the Corporation shall forthwith (i) file with the Transfer Agent or Transfer Agents for the Series A Stock and for the Common Stock a statement describing in reasonable detail the adjustment and the method of calculation used, (ii) cause a notice stating the nature and amount of such adjustment to be published at least once in a newspaper printed in the English language and customarily published on each business day and of general circulation in the City of Ft. Lauderdale, Florida and (iii) cause a copy of such notice to be mailed to the holders of record of shares of Series A Stock, first class, postage prepaid, at their respective address as the same shall appear on the books of the Corporation.

(d) No fractional shares or scrip representing fractional shares shall be issued upon the conversion of any Series A Stock. If the conversion of any Series A Stock results in a fraction, an amount equal to such fraction multiplied by the average market price per share of Common Stock (determined as provided in paragraph (v) of subdivision 6(b)) of the Common Stock on the day of conversion shall be paid to such holder in cash by the Corporation.

(e) The Corporation shall at all times reserve and keep available out of its authorized but unissued shares the full number of shares into which all shares of Series A Stock from time to time outstanding are convertible.

9.7 Retirement of Redeemed Shares, etc. Shares of the Series A Stock which have been acquired by the Corporation shall not be reissued as Series A Stock but shall be retired and cancelled in the manner provided by law and shall become authorized as Serial Preferred Stock undesignated as to Series. Shares of Series A Stock which are held by the Corporation shall not be deemed outstanding for any purpose.

ARTICLE VIII

This corporation is to have perpetual existence.

ARTICLE IX

The street address of the initial registered office of this corporation is:

1500 W Cypress Creek Rd., #303, Ft. Lauderdale, Fl. 33309

and the mailing address is the same; and the principal office shall be the same.

The name of the initial registered agent of this corporation at that address is: Accurate Concepts Consulting Services, inc.

The Board of Directors may, from time to time, move the registered office to any other address within or without the State of Florida.

ARTICLE X

The name and address of the member of the first Board of Directors is as follows:

Name: Dov Wysocki
Address: 1500 W Cypress Creek Rd. Suite 303
FT. Lauderdale, Fl. 33309

ARTICLE XI

The names and addresses of the subscribers of these Articles of Incorporation are as follows:

Name: Dov Wysocki
Address: 1500 W Cypress Creek Rd. Suite 303
FT. Lauderdale, Fl. 33309

ARTICLE XII

The following additional provisions: for the regulation of the business and for the conduct of the affairs of the corporation and creating, dividing, limiting and regulating the powers of the corporation, its stockholders and directors, are hereby adopted as part of these Articles of Incorporation:

(a) The Board of Directors from time to time shall determine whether, and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the corporation, or any of them, shall be open to the inspection of the stockholders.

(b) The directors may prescribe a method or methods for replacement of lost stock certificates, and prescribe reasonable conditions by way of security, upon the issue of new certificates therefore.

Unless otherwise determined by the Board of Directors, no holder of stock of the corporation shall be entitled as such, as a matter of right, to purchase or subscribe for any stock of any class which the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether out of unissued shares authorized by the Articles of Incorporation of the corporation as originally filed or by an amendment thereof, or out of shares of stock of the corporation acquired by it after the issue thereof, and whether issued for cash or otherwise, nor shall he be entitled to any right of subscription to any thereof; nor, unless otherwise determined by the Board of Directors, shall any holder of any share of the capital stock of the corporation be entitled as such, as a matter of right, to purchase or subscribe for any obligations which the corporation may issue or sell that may be convertible into or exchangeable for any shares of the stock of the corporation or any class or classes, or to which shall be attached or appurtenant any warrant or warrants, or any instruments or instrument that shall confer upon the holder or holders of such obligations the right to subscribe for or purchase from the corporation any share of its capital stock of any class or classes.

(d) No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in, or is a director officer, or are directors or officers of such other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in any such contract or transaction of the corporation, or in which the corporation is interested, and no contract, act or transaction of the corporation with any person or persons, firm or corporation, shall be invalidated by reason of such relationship, and each and every person who may become a director of the corporation is hereby relieved from any liability that may otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any wise interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

(e) Each and every director and officer of the Corporation shall be indemnified by the Corporation against all costs, expenses and liabilities, including attorneys' fees at all trial and appellate levels reasonably incurred or imposed upon him in connection with any action, suit or proceeding in which he becomes involved by reason of his being or having been a Director or officer of the Corporation. The foregoing provision for indemnification shall apply whether or not such person is a Director or officer at the time such cost expense or liability is incurred.

1. To the extent that a Director or officer of the Corporation has been successful on the merits or otherwise in the defense of any such action, suit or proceeding, such Director or officer shall have an automatic right of indemnity under this Article.

2. In all cases other than those set forth in the foregoing Paragraph (e) (1), indemnification of a Director or officer shall be only upon a determination that such indemnification is proper in the circumstances as the Director or officer acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Corporation. With respect to any criminal action or proceeding, indemnification shall be had only upon the additional determination that such Director officer had no reasonable cause to believe his conduct was unlawful.

3. In the event any such action, suit or proceeding is resolved by settlement, the indemnification provided for in this Article shall not be automatic and shall apply only when such settlement has been properly approved and a determination as set forth in foregoing Paragraph (e) (2) has been made.

4. No indemnification shall be made in respect of any claim, issue or matter as to which a Director or officer shall or has been adjudged to be liable for negligence or misconduct in performance of his duty to the Corporation unless, and only to the extent, that the Court in which such action or suit was brought shall determine upon application that despite adjudication of liability, but in view of all circumstances of the case, such Director or officer is fairly and reasonably entitled to indemnity for such expenses which the Court shall deem proper. No indemnification shall be made in respect of any claim, issue or matter as to which a Director or officer shall have admitted to liability for negligence or misconduct in performance of his duty to the Corporation.

5. The determination required under Paragraph (e) (2) above shall be made:

(I) By the Board of Directors, by a majority vote of a quorum consisting of Directors who were not parties to such action, suite or proceeding;

(ii) If such quorum is not obtainable, or even if obtainable a quorum of disinterested Directors so directs by independent legal counsel in a written opinion; or

(iii) By the shareholders, by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit or proceeding.

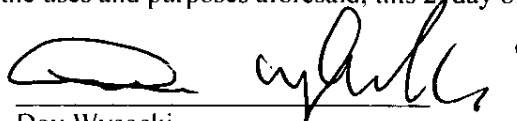
6. The foregoing right of indemnification provided in this Article shall be in addition to and not exclusive of any and all right of indemnification to which a Director officer of the Corporation may be entitled under statute or Common law or under any policy of insurance.

(f) Directors may set salaries or other compensation of officers without prior stockholder consent or subsequent stockholder ratification, including setting salaries or other compensation, for members of the Board who may also from time to time serve as officers of the corporation.

ARTICLE XIII

These Articles of incorporation may be amended in the manner provided, by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders having the right to vote on any such amendment, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders entitled to vote thereon sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

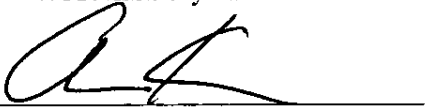
IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at City of Ft. Lauderdale, Broward County, Florida, for the uses and purposes aforesaid, this 21 day of August, 2012


Dov Wysocki

**STATE OF FLORIDA,
COUNTY OF BROWARD.**

I HEREBY CERTIFY that this day, before me, an officer duly authorized in the state aforesaid and in the county aforesaid to take acknowledgments, personally appeared **Dov Wysocki**, to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and seal in the county and state last aforesaid this 21st day of August, 2012.

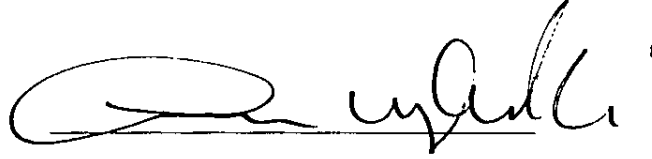


notary

my commission expires on, _____
ACKNOWLEDGMENT:



Having been named initial registered agent for the above-stated corporation at the initial registered office designated, I hereby accept to act in this capacity and agree to comply with the provisions of chapter 607, Florida Statutes, relative to keeping open said office.

A handwritten signature in black ink, appearing to read 'Dov Wysocki', written over a horizontal line.

Dov Wysocki
1500 W Cypress Creek Rd. Suite 303
FT. Lauderdale, Fl. 33309
REGISTERED AGENT

FILED
12 AUG 24 PM 4:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA