

Sep 25 2012 12:55PM

Division of Corporations

Page 1 of 1

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.

((H12000234235 3)))



H120002342353ABCW

**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 : JEFFREY G. KLEIN, P.A.  
Account Number : I20050000039  
Phone : (561) 953-1126  
Fax Number : (561) 994-6693

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

Email Address: DMURRAY@PORTUS-INC.COM

FLORIDA PROFIT/NON PROFIT CORPORATION  
Portus Acquisition Corp.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing Menu

Help

FILED

12 SEP 25 AM 10:21

RECEIVED

12 SEP 25 PM 1:32

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
PORTUS ACQUISITION CORP.**

FILED  
12 SEP 25 AM 10:21

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act:

**Article I. Name**

The name of the corporation (the "Corporation") shall be **Portus Acquisition Corp.**

**Article II. Principal Office and Mailing Address**

The principal office and mailing address of the Corporation shall be:

**110 East Broward Blvd,  
Suite 1700  
Fort Lauderdale, FL 33301**

**Article III. Nature of Corporate Business and Powers**

The general nature of the business to be transacted by this Corporation shall be to engage or transact in any or all lawful activities or business permitted under the laws of the United States and the State of Florida.

**Article IV. Capital Stock**

4.1 **Authorized Shares:** The total number of shares of capital stock that the Corporation has the authority to issue is 10,000 (10 thousand) shares of common stock \$0.01 par value.

4.2 **Denial of Preemptive Rights:** No holder of any shares of the Corporation of any class now or in the future authorized shall have any preemptive right as such holder (other than such right, if any, as the board of directors in its discretion may determine) to purchase or subscribe for any additional issues of shares of the Corporation of any class now or in the future authorized.

**Article V. Registered Office and Agent**

The street address of the Corporation's initial registered office and the registered agent for the Corporation at that address are:

**Jeffrey G. Klein  
301 Yamato Road  
Suite 1240  
Boca Raton, Florida 33431**

**Article VI. Incorporator**

The name and street address of the incorporator to these Articles of Incorporation is:

Jeffrey G. Klein  
301 Yamato Road  
Suite 1240  
Boca Raton, Florida 33431

**Article VII. Term of Existence**

This duration of the Corporation shall be perpetual.

**Article VIII. Corporate Existence**

These Articles of Incorporation shall become effective and the corporate existence will begin upon the filing of these Articles of Incorporation.

**Article IX. Initial Director**

This Corporation shall have one (1) Director initially.

**Article X. Initial Director**

The name and address of the initial Director of this Corporation is:

George Dale Murray, II  
110 East Broward Blvd,  
Suite 1700  
Fort Lauderdale, FL 33301

The person named as initial Director shall hold office for the first year of existence of this Corporation, or until his successor is elected or appointed and has qualified, whichever occurs first.

**Article XI. Indemnification**

11.1 The Corporation shall to the fullest extent permitted by law indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, incorporator, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

11.2 The Corporation may pay in advance any expenses (including attorney's fees) that may become subject to indemnification under paragraph 11.1 above if the person receiving the advance payment of expenses undertakes in writing to repay such payment if it is ultimately determined that such person is not entitled to indemnification by the Corporation under paragraph 11.1 above.

The undersigned incorporator executed these Articles of Incorporation on  
September 24, 2012.

  
Jeffrey G. Klein, incorporator

FILED

12 SEP 25 AM 10: 22

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE**  
**UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF**  
**FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE**  
**REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA,**

**CORPORATION**

The name of the corporation is:

**PORTUS ACQUISITION CORP.**

**REGISTERED AGENT/OFFICE**

The name and address of the registered agent and office is:

**Jeffrey G. Klein**  
**301 Yamato Road**  
**Suite 1240**

**Boca Raton, Florida 33431**

**Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of the registered agent position.**

  
**Jeffrey G. Klein/ Registered Agent**

**Date: September 24, 2012**