Florida Department of State

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Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION ADS Belize, Inc.

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ARTICLES OF INCORPORATION

OF

ADS BELIZE, INC.

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the Corporation shall be: ADS Belize, Inc.

ARTICLE II GENERAL NATURE OF BUSINESS

The general nature of the business and the object and purposes proposed to be transacted and curried on are to do any and all things herein mentioned as fully and to the same extent as natural persons might or could do, viz: To engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 10,000 shares of common stock having a nominal or par value of \$1.00 a share.

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Edward W. Hecht, P.A., P.O. Rox 2746, Fon Pierce, FL 14954 - Telephone: 772-465-5508

<u>ARTICLE IV</u> PRINCIPAL ADDRESS

The principal address of this corporation is as follows: 201 Holland Avenue, Temple Terrace, FL 33617

ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The initial registered office and agent address of this corporation is as follows: <u>Edward W. Beeht</u>, <u>Esquire 321 S. 2d Street, Fort Pierce, FL. 34950.</u>

The Board of Directors may from time to time move the registered office to any other address in Florida.

ARTICLE VI CORPORATE EXISTENCE

In accordance with the applicable Florida Statute, corporate existence shall commence upon the date of the execution and acknowledgment of these Articles of Incorporation and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VII INITIAL BOARD OF DIRECTORS

The corporation shall have <u>one</u> director initially. The number of directors may be increased or diminished from time to time by bylaws adopted by the stockholders, but shall never be less than one. The name and address of the initial director of this corporation is:

Judith Canton, 201 Holland Avenue, Temple Terrace, FL 33617.

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Gilmani W. Boch, P.A., P.O. Box 2746. For Pierce, Ft. 34954 - Telephone: 772-465-5500

ARTICLE VIII

OFFICERS

The officers of this corporation shall be a president, vice president, secretary and a treasurer, and such other officers and agents as may be deemed necessary. All officers, agents and factors as may be deemed necessary shall be chosen in such manner, hold their offices for such terms and have such powers and duties as may be prescribed by the bylaws or determined by the Board of Directors. Any person may hold one or more offices.

ARTICLE IX AMENDMENT

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

ARTICLE X AGREEMENTS

The corporation or the stockholders may include in their agreement between themselves the following as valid matters of agreement:

- (a) Any limitations or restraints upon the transferability, alienation or assignment of stock;
- (b) Any limitation or restraint upon the encumbrance or pledge of stock;
- (c) Any agreements conferring pre-emptive rights of purchase upon stockholders as conditions precedent to the sale of any stock;

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Edward W. Bochi, P.A., P.O. Box 2746, Fort Pierce, FL 34954 - Telephone: 772-465-5500

- (d) Management agreements or other employment agreements with persons who may or may not be stockholders; and
- (c) Any and all such other agreements as may be reasonably necessary in the ownership, conductor furtherance of the business of the corporation and so implement the said agreements by by-laws of the corporation.

ARTICLE X1 INCORPORATOR AND SUBSCRIBER

The name and street address of the person named herein as subscriber and incorporator are as follows: Edward W. Becht, Esquire 321 S. 2d Street, Fort Pierce, Fl., 34950.

ARTICLE XII SECTION 1244

This corporation is being organized and its common stock issued pursuant to Section 1244 of the Internal Revenue Code and the regulations thereunder, which permit ordinary loss treatment when the holder of Section 1244 stock sells or exchanges such stock at a loss or when such stock becomes worthless.

IN WITNESS WHEREOF, I have hereunto set my hand and scal and acknowledged and filed in the office of the Secretary of State the foregoing Certificate of Incorporation this 20 th day of November, 2012.

Edward W. Bocht

STATE OF FLORIDA COUNTY OF ST. LUCIE

I HEREBY CERTIFY that on the day of November, 2012, personally came and appeared

Edward W. Bodic, P.A., P.O. Box 2746, Fort Piorco, Ft. 14954 - Telephone: 772-465-5500

before me, the undersigned authority, Edward W. Becht, to me well known, and well known to be the person described in the foregoing Articles of Incorporation, and he acknowledged the same as his act and deed for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal on the day and year above written.

NOTARY FUBLIC STATE OF FLORIDA
Chary Lynn Colon
Chary Lynn Colon
Commission # DD897012
Expires 10LY 20, 2013

Print: Charlynn Colon
Title: Notary Public
My Commission expires:

ACKNOWLEDGEMENT OF RECISTERED AGENT

Flaving been named as registered agent for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in the capacity, and agree to comply with the provisions of said Act.

Edward W. Becht, Registered Agent

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