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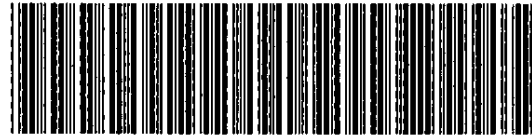
(Business Entity Name)

(Document Number)

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13 JUN 17 PM 12:40

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MRS  
6/18/13

## COVER LETTER

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

SUBJECT: **ROI SHOPPER MARKETING, 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      ☐ \$78.75  
Filing Fee      Filing Fee  
                    & Certificate of Status

☒ \$78.75      ☐ \$87.50  
Filing Fee      Filing Fee,  
& Certified Copy      Certified Copy  
                            & Certificate of  
                            Status

**ADDITIONAL COPY REQUIRED**

FROM: **Mark D. Kairalla, Esq.**

Name (Printed or typed)

**360 Columbia Drive, Suite 100**

Address

**West Palm Beach, FL 33409**

City, State & Zip

**(561) 444-3336**

Daytime Telephone number

**mark@tkl-law.com**

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

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

**ARTICLES OF INCORPORATION**  
**OF**  
**ROI SHOPPER MARKETING, INC.**

**FILED**  
**13 JUN 17 PM 12:40**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

The undersigned, for the purposes of incorporating and organizing a corporation under the Florida Business Corporation Act, does hereby execute these Articles of Incorporation and does hereby certify as follows:

FIRST: The name of the corporation (hereinafter called the "Corporation") is ROI Shopper Marketing, Inc. The principal place of business is 1521 Alton Road, #378, Miami Beach, Florida 33139.

SECOND: The address of the registered office of the Corporation in the State of Florida is 360 Columbia Drive, Suite 100, West Palm Beach, Palm Beach County, Florida 33409 and the name of the registered agent of the Corporation in the State of Florida at such address is Mark D. Kairalla, Esq.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized and do business under the Florida Business Corporation Act.

FOURTH: The Corporation is authorized to issue twenty million (20,000,000) shares of capital stock in two (2) classes to be designated as Preferred Stock ("Preferred Stock") and Common Stock ("Common Stock"). The total number of shares of Preferred Stock which the Corporation shall have authority to issue is two million (2,000,000). The total number of shares of Common Stock which the Corporation shall have authority to issue is eighteen million (18,000,000). The Preferred Stock and the Common Stock shall have a par value of \$0.001 per share.

Each issued and outstanding share of Common Stock shall be entitled to vote on each matter submitted to a vote at a meeting of the shareholders. Subject to the rights of any outstanding class or series of capital stock ranking senior to Common Stock as to dividends, dividends may be paid upon Common Stock in cash, property or securities as and when declared by the Board of Directors out of funds legally available therefor. As and when dividends are so declared and paid, the holders of Common Stock shall be entitled to participate in such dividends ratably on a per share basis. In the event of any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the holders of Common Stock are entitled to share ratably in the net assets, if any, remaining after payment in full of all debts and liabilities of the Corporation and after the holders of any outstanding class or series of capital stock ranking senior to Common Stock shall have been paid in full the amounts to which such holders shall be entitled, or an amount sufficient to pay the aggregate amount to which such holders are entitled shall have been set aside for the benefit of the holders of such senior capital stock.

The Board of Directors of the Corporation (the "Board of Directors") is expressly authorized to provide for the issuance of the Preferred Stock in a single or multiple series, and to fix the number of shares and to determine or alter, for each such series, such voting powers, full or limited, or no voting powers, and such designations, preferences, conversion rights, cumulative, relative, participating, optional, or other rights and such qualifications, limitations, or restrictions thereof as shall be stated and expressed in resolutions adopted by the Board of Directors providing for the issuance of such shares (a "Preferred Stock Designation") and as may be permitted by the Florida Business Corporation Act. The Board of Directors is also expressly authorized to increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any series of Preferred Stock subsequent to the issuance of shares of that series. In case the number of shares of any such series shall be so decreased, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series.

FIFTH: The Corporation shall continue in existence perpetually.

SIXTH: The governing board of the Corporation shall be known as the Board of Directors, which shall consist of not less than one (1) Director and not more than seven (7) directors and the number of directors may from time to time be increased or decreased in such manner as shall be provided by the By-Laws of the Corporation, provided that the number of directors shall not be reduced to less than one (1) Director. The elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide. A quorum for the transaction of business shall be a simple majority of the Directors so qualified and present at a meeting. Meetings of shareholders may be held within or outside the State of Florida, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Florida at such place or places as might be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

SEVENTH: The Corporation has one director initially. The name and address of the initial director is: Charles W. Krallman, 1521 Alton Road, #378, Miami Beach, FL 33139.

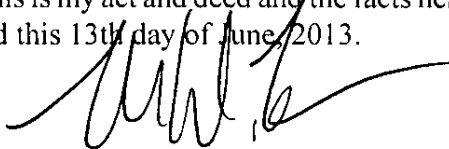
EIGHTH: The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

NINTH: 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, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless a majority vote of the directors and a majority vote of the stockholders, as evidenced by a sign written consent in lieu of a meeting, manifests the Director's and stockholder's their intention that a certain amendment of these Articles of Incorporation be made.

TENTH: The initial director, President, Treasurer and Secretary of the Corporation is Charles W. Krallman, whose mailing address is 1521 Alston Road, #378, Miami Beach, Florida 33139.

ELEVENTH: The incorporator of the Corporation is Mark D. Kairalla, Esq., whose mailing address is c/o Tittle, Kairalla & Logan, P.A., 360 Columbia Drive, Suite 100, West Palm Beach, Florida 33409.

I, the undersigned, being the incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, do execute these Articles of Incorporation, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 13th day of June, 2013.



Mark D. Kairalla, Esq., Incorporator  
Florida Bar No. 136395

CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED

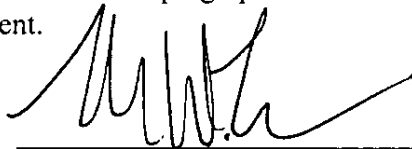
FILED  
13 JUN 17 PM 12:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following is submitted in Accordance with the requirements of Chapter §48.091 of the Florida Statutes:

ROI Shopper Marketing, Inc., desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation as 360 Columbia Drive, Suite 100, West Palm Beach, Palm Beach County, Florida 33409, has named Mark D. Kairalla, Esq. as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby agree to act in this capacity and to comply with the provisions of Chapter §48.091 of the Florida Statutes relative to keeping open said office. I am familiar with and accept the appointment as registered agent.



Mark D. Kairalla, Esq.