

P15000055341

6/29/2015 MON 03:51 PM
Division of Corporations

FA NO.

P 01

Page 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.

(((H15000159850 3)))



H150001598503ABC1

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

RECEIVED

15 JUN 29 PM 4:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : BERGER-SINGERMAN-LLP-MIAMI
Account Number : I200900000006
Phone : (305) 755-9500
Fax Number : (305) 714-4340

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2015 JUN 29 AM 11:27

FILED

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

Email Address: robert.anthony.odonnell@gmail.com

FLORIDA PROFIT/NON PROFIT CORPORATION
ARITHMETICI, INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

H15000159850 3

**ARTICLES OF INCORPORATION
OF
ARITHMETICI, INC.**

FILED
2015 JUN 29 AM 11:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is ARITHMETICI, INC. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is:

550 NW 42nd Avenue
Miami, Florida 33126

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

The total number of shares of capital stock of all classes which the Corporation is authorized to issue is Two Hundred Million (200,000,000), of which One Hundred Ninety Million (190,000,000) are common stock, each share having a par value of \$0.01 per share ("Common Stock"), and Ten Million (10,000,000) shares are preferred stock, each having a par value of \$10.00 per share ("Preferred Stock").

Provisions Relating to Common Stock

1. Except as otherwise required by law, or as may be provided by the resolutions of the Board of Directors authorizing the issuance of any class or series of Preferred Stock or Special Stock, all rights to vote and all voting power shall be vested exclusively in the holders of Common Stock. Each holder of shares of Common Stock shall be entitled to one (1) vote for

H15000159850 3

each share of Common Stock held as of the applicable date on any matter that is submitted to a vote or for the consent of the holders of Common Stock of the Corporation. In the event of a tie on any matter submitted to a vote, Robert O'Donnell shall serve as a tiebreaker.

2. Subject to the rights of the holders of the Preferred Stock, the holders of Common Stock shall be entitled to receive, when, as and if declared by the Board of Directors out of funds legally available therefor, dividends payable in cash, stock or otherwise.

3. Upon any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, and after the holders of the Preferred Stock shall have been paid in full the amounts to which they shall be entitled (if any) or a sum sufficient for such payment in full shall have been set aside, the remaining net assets of the Corporation shall be distributed pro rata to the holders of the Common Stock in accordance with their respective rights and interests, to the exclusion of the holders of the Preferred Stock.

Provisions Relating to Preferred Stock

1. The Board of Directors of the Corporation may authorize the issuance of Preferred Stock from time to time in one or more series or classes and with such distinctive designations as may be stated in the resolution or resolutions provided for the issuance of such stock from time to time adopted by the Board of Directors. The resolution or resolutions providing for the issuance of shares of a particular series or class of Preferred Stock shall fix, subject to applicable law, the designations, and the powers, preferences, and rights, and the qualifications, limitations and restrictions, of the shares of such series or class. The authority of the Board of Directors with respect to each series or class shall include, but not be limited to, determination of the following:

H15000159850 3

(a) the number of shares constituting such series or class, including the authority to increase or decrease such number, and the distinctive designation of such series or class;

(b) the dividend rate, if any, of the shares of such series or class, whether any such dividends are payable in cash, stock or other property, the conditions upon which and the times when any such dividends are payable, whether the dividends shall be cumulative and, if so, the date from which they shall be cumulative, and the relative rights of preference or priority, if any, of payment of dividends on shares of such series or class;

(c) the right, if any, of the Corporation to redeem shares of such series or class and the terms and conditions of such redemption;

(d) the rights of the shares in case of a voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, or the distribution of its assets, and the relative rights of priority, if any, of payment of shares of such series or class;

(e) the voting power, if any, for such series or class and the terms and conditions under which voting power may be exercised; and without limiting the generality of the foregoing, any special voting preferences, such as the right to elect a majority, or other specified portion, of the members of the Corporation's Board of Directors;

(f) the obligation, if any, of the Corporation to retire shares of such series or class pursuant to a retirement or sinking fund or funds of a similar nature or otherwise, and the terms and conditions of such obligation;

(g) the terms and conditions, if any, upon which shares of such series or class shall be convertible into or exchangeable for shares of stock of any other class or classes, including the price or prices or the rate or rates of conversion or exchange and the terms of adjustment, if any;

(h) any other rights, preferences or limitation of the shares of such series or class.

2. The shares of each class or series of Preferred Stock may vary from the shares of any other class or series thereof in any or all of the foregoing respects. The Board of Directors may increase the number of shares of Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of Preferred Stock not designated for any other class or series. The Board of Directors may decrease the number of shares of Preferred Stock designated for any existing class or series by a resolution subtracting

H15000159850 3

from such series unissued shares of Preferred Stock designated for such class or series, and the shares so subtracted shall become authorized, unissued and undesignated shares of Preferred Stock.

General Provisions

1. Except as may be provided by the resolutions of the Board of Directors authorizing the issuance of any class or series of Preferred Stock, as hereinabove provided, no cumulative voting by any stockholder shall be permitted.

2. No stockholder of the Corporation shall have, by reason of holding shares of any class or series of stock of the Corporation, any preemptive rights to purchase or subscribe for any other shares of any class or series of stock of the Corporation now or hereafter authorized, or any other equity securities, or any notes, debentures, warrants, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class now or hereafter authorized, whether or not the issuance of any such shares, or such notes, debentures, bonds or other securities, would adversely affect the dividend or voting rights of such stockholder.

ARTICLE V – INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent of the Corporation are:

NRAI SERVICES, INC.
1200 South Pine Island Road
Plantation, FL 33324

H15000159850 3

ARTICLE VI – INITIAL OFFICERS AND DIRECTORS

The names and addresses of the initial officers and directors are:

Robert O'Donnell
Director, Chief Executive Officer, President, Secretary, Treasurer
550 NW 42nd Avenue
Miami, Florida 33126

ARTICLE VII – COMMENCEMENT

The Corporation shall commence on the date on which these Articles of Incorporation are filed with the Department of State of Florida.

ARTICLE VIII – INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator are:

Curtis B. Hunter
c/o Berger Singerman LLP
1450 Brickell Avenue, Suite 1000
Miami, Florida 33131

ARTICLE IX – BY-LAWS

The Board of Directors shall have the power to alter, amend or repeal the By-laws of the Corporation.

ARTICLE X – INDEMNIFICATION

The Corporation shall indemnify any officer, director or incorporator, or any former officer, director or incorporator, of the Corporation to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as of this 29th day of June, 2015.


Curtis B. Hunter, Incorporator

H15000159850 3

**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

The undersigned, who has been designated in the foregoing Articles of Incorporation of as registered agent for ARITHMETICI, INC. agrees that (i) it accepts such appointment as registered agent and will accept service of process for and on behalf of said corporation, and (ii) it is familiar with and will comply with any and all laws relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida corporation.

Dated: as of this 29th day of June, 2015.

NRAI SERVICES, INC.

By: 

Name: Michele Holden

Title: Assistant Secretary

FILED
2015 JUN 29 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H15000159850 3