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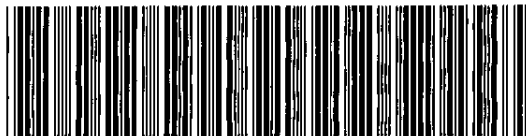
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# CT Corp.

3458 Lakeshore Drive, Tallahassee, FL 32312  
850-656-4724

**Date:** 2/9/2018

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Name:	MEDIAGENIX Corporation (FL)
Document #:	
Order #:	10828636

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**COVER LETTER**

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

**SUBJECT:** MEDIAGENIX Corporation

(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:** Kevin M. Levy, Esquire/GrayRobinson PA

Name (Printed or typed)

333 S.E. 2nd Avenue, Suite 3200

Address

Miami, Florida 33131

City, State & Zip

305-416-6880

Daytime Telephone number

kevin.levy@gray-robinson.com

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

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

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## ARTICLES OF INCORPORATION OF MEDIAGENIX CORPORATION

The undersigned hereby forms MEDIAGENIX Corporation, a Florida corporation ("Corporation"), under Chapter 607 of the Florida Business Corporation Act ("Act"), and, for these purposes, does hereby adopt the following Articles of Incorporation ("Articles of Incorporation").

### ARTICLE I - NAME

The name of the corporation shall be: MEDIAGENIX Corporation, a Florida corporation.

### ARTICLE II - PURPOSES

This Corporation is organized to do any and all acts and things, and exercise any and all powers which now or hereafter are lawful for a for profit Corporation to do or exercise under and pursuant to the laws of the State of Florida.

### ARTICLE III - POWERS

The Corporation shall have all the powers granted to a for profit corporation under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for which the Corporation is organized.

### ARTICLE IV - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

### ARTICLE V - CAPITAL STOCK

The total number of shares of capital stock which the Corporation shall have authority to issue is Five Hundred Thousand (500,000) shares of common stock, par value \$1.00 per share.

### ARTICLE VI - BOARD OF DIRECTORS

The Corporation shall have three (3) directors (each, a "Director"); *provided, however*, that the number of Directors may expand as provided for in the bylaws of the Corporation ("Bylaws"), but shall never be less than three (3). Directors shall be elected by the shareholders of the Corporation (each, a "Shareholder") as set forth in the Bylaws. The names and addresses of the persons who are to serve as Directors until the first election under these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Emmanuel Marc Muller	333 S.E. 2 <sup>nd</sup> Avenue Suite 3200 Miami, Florida 33131
Dirk Roger L. Debraekeleer	333 S.E. 2 <sup>nd</sup> Avenue Suite 3200 Miami, Florida 33131
Olivia Vandenbrande	333 S.E. 2 <sup>nd</sup> Avenue Suite 3200 Miami, Florida 33131

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## **ARTICLE VII - MANAGEMENT**

The affairs of the Corporation shall be managed by a majority vote of a board of the Directors ("Board") and managed on a day-to-day basis by officers of the Corporation (each, an "Officer") appointed by a majority vote of the Board. The Officers shall consist of a CEO, President and Secretary and such other officers and assistant officers as may be deemed necessary and appointed by the Board from time to time.

## **ARTICLE VIII - BYLAWS**

The Bylaws shall be approved by a majority vote of the Board, and thereafter may only be altered or rescinded by a majority vote of the Board at the annual meeting of the Board or at a duly called meeting of the Board in accordance with the Bylaws.

## **ARTICLE IX - CORPORATION'S PRINCIPAL OFFICE AND MAILING ADDRESS**

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

333 S.E. 2<sup>nd</sup> Avenue  
Suite 3200  
Miami, Florida 33131

## **ARTICLE X - REGISTERED OFFICE AND AGENT**

The street address of the registered office of this Corporation shall be:

333 S.E. 2<sup>nd</sup> Avenue  
Suite 3200  
Miami, Florida 33131

The name of the registered agent of this Corporation shall be:

Kevin M. Levy, Esq.

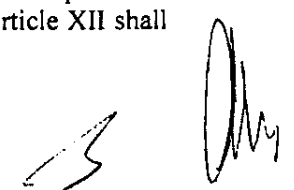
## **ARTICLE XI - LIMITATION OF LIABILITY OF DIRECTORS AND OFFICERS**

No Director or Officer shall be liable to the Corporation or any Shareholder for damages for breach of a fiduciary duty as a Director or Officer, except for any matter in respect of which such Director or Officer (a) shall be liable under the Act; or (b) shall have acted, or failed to act, in a manner resulting in intentional misconduct, fraud or a knowing violation of law. Neither an amendment nor a repeal of this Article, nor the adoption of any provision in the Articles of Incorporation inconsistent with this Article, shall eliminate or reduce the effect of this Article in respect of any matter occurring prior to such amendment, repeal or adoption of an inconsistent provision. This Article shall apply to the full extent permitted by the Act, now or in the future.

## **ARTICLE XII - INDEMNIFICATION**

The Corporation is authorized to provide indemnification of the Directors, Officers and the Corporation's employees and agents, whether by Bylaw, agreement, vote of the Shareholders or disinterested Directors or otherwise, in excess of the indemnification expressly permitted by the Act for breach of duty to the Corporation and the Shareholders, subject only to the applicable limits upon such indemnification as set forth in the Act. Any repeal or modification of Article XI or this Article XII shall

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not adversely affect any right or protection of a Director or Officer existing at the time of such repeal or modification.

**ARTICLE XIII – INCORPORATOR**

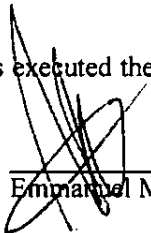
The following is the name and street address of the incorporator who signed the original Articles of Incorporation:

Emmanuel Marc Muller  
333 S.E. 2<sup>nd</sup> Avenue  
Suite 3200  
Miami, Florida 33131

**ARTICLE XIV - AMENDMENTS TO THE ARTICLES OF INCORPORATION**

The Articles of Incorporation may be amended in the manner provided by law and in the Bylaws.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 1<sup>st</sup> day of February, 2018.

  
Emmanuel Marc Muller, Incorporator

**CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT**

The undersigned, having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in the foregoing Articles of Incorporation, hereby accepts this appointment as such Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties. The undersigned further certifies that the undersigned is familiar with and accepts the obligations of such position as Registered Agent.

  
Kevin M. Levy

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