

Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION
E-S INFORMATION SYSTEMS INC.**

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TALLAHASSEE, FL

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**ARTICLES OF INCORPORATION
OF
E-S INFORMATION SYSTEMS INC.**

The undersigned, a natural person, for the purpose of organizing a corporation to conduct the business and promote the purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Florida hereby certifies that:

**ARTICLE I.
NAME**

The name of the corporation is E-S Information Systems Inc. (the "*Company*").

**ARTICLE II.
PRINCIPAL OFFICE**

The principal office and mailing address of the Company is 4022 Southeast Paul Terrace, Stuart, FL 34997.

**ARTICLE III.
PURPOSE**

The purpose of the Company is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida and the Company shall have all of the powers conferred upon corporations organized under the laws of the State of Florida to carry out such purpose.

**ARTICLE IV.
REGISTERED AGENT**

The name and address of the Company's registered agent in the State of Florida is B&C Corporate Services, Inc., 2 South Biscayne Boulevard, 21st Floor, Miami, Florida 33131.

**ARTICLE V.
INCORPORATOR**

The name and address of the Incorporator of the Company is Enrique Acosta, 4022 Southeast Paul Terrace, Stuart, FL 34997.

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ARTICLE VI.

DIRECTORS

For the management of the business and for the conduct of the affairs of the Company, and in further definition, limitation and regulation of the powers of the Company, of its directors and of its shareholders or any class thereof, as the case may be, it is further provided that:

A. The management of the business and the conduct of the affairs of the Company shall be vested in the Board. The number of directors constituting the whole Board shall be fixed by the Board in the manner provided in the Bylaws, subject to any restrictions set forth herein.

B. The Board is expressly empowered to adopt, amend or repeal the Bylaws of the Company. The shareholders shall also have the power to adopt, amend or repeal the Bylaws of the Company; provided, however, that, in addition to any vote of the holders of any class or series of capital stock of the Company required herein or by law, the affirmative vote of the holders of a majority of the voting power of all of the then-outstanding shares of the capital stock of the Company entitled to vote generally in the election of directors, voting together as a single class, shall be required to adopt, amend or repeal any provision of the Bylaws of the Company.

C. The names and mailing addresses of the initial directors of the Company are:

<u>Name</u>	<u>Mailing Address</u>
Enrique Acosta	4022 Southeast Paul Terrace Stuart, FL 34997
Leo Horowitz	4022 Southeast Paul Terrace, Stuart FL 34997

ARTICLE VII.
CAPITAL STOCK

A. The aggregate number of shares of all classes of capital stock that the Company shall have the authority to issue is 20,000,000, consisting of (i) 10,000,000 shares of Common Stock, par value \$.01 per share (the "Common Stock"); and (ii) 10,000,000 shares of Preferred Stock, par value \$.01 per share (the "Preferred Stock").

I. Provisions Relating to Common Stock

(a) Voting Rights. 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, as herein provided, all rights to vote and all voting power shall be vested exclusively in the holders of Common Stock with each share of Common Stock entitled to one vote.

(b) Dividends. Subject to the rights of the holders of Preferred Stock, the holders of Common Stock shall be entitled to receive, when, as and if declared by the Board

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of Directors, out of funds legally available therefor, dividends and other distributions payable in cash, property, stock (including shares of any class or series of the Company, whether or not shares of such class or series are already outstanding) or otherwise.

(c) Liquidating Distributions. Upon any liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, and after the holders of 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 Company, if any, shall be distributed pro rata to the holders of Common Stock in accordance with their respective rights.

2. Provisions Relating to Preferred Stock

(a) General. The Preferred Stock may be issued from time to time, in one or more classes or series, the shares of each class or series to have such designations, powers, preferences and rights, and qualifications, limitations and restrictions thereof, as are stated and expressed herein and in the resolution or resolutions providing for the issuance of such class or series adopted by the Board of Directors as hereinafter prescribed.

(b) Preferences. Subject to the rights of the holders of the Company's Common Stock, authority is hereby expressly granted to and vested in the Board of Directors to authorize the issuance of Preferred Stock from time to time, in one or more classes or series, to determine and take necessary proceedings fully to effect the issuance conversion and redemption of any such Preferred Stock, and, with respect to each class or series of Preferred Stock, to fix and state by the resolution or resolutions from time to time adopted providing for the issuance thereof the following:

(i) whether or not the class or series is to have voting rights, special or conditional, full or limited, or is to be without voting rights;

(ii) the number of shares to constitute the class or series and the designations thereof;

(iii) the preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to any class or series;

(iv) whether or not the shares of any class or series shall be redeemable and, if redeemable, the redemption price or prices, the time or times at which and the terms and conditions upon which such shares shall be redeemable, and the manner of redemption;

(v) whether or not the shares of a class or series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and if such retirement or sinking fund or funds be established, the periodic amount thereof and the terms and provisions relative to the operation thereof;

(vi) the dividend rate, whether dividends are payable in cash, stock or other property of the Company, the conditions upon which and the times when such

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dividends are payable, the preference to or the relation to the payment of the dividends payable, on any other class or classes or series of stock, whether or not such dividend shall be cumulative or noncumulative, and if cumulative, the date or dates from which such dividends shall accumulate;

(vii) the preferences, if any, and the amounts thereof that the holders of any class or series thereof shall be entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Company;

(viii) whether or not the shares of any class or series shall be convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same or any other class or classes of the Company and the conversion price or prices or ratio or ratios or the rate or rates at which such conversion or exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and

(ix) such other special rights and protective provisions with respect to any class or series as the Board of Directors may deem advisable.

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 the 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 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.

ARTICLE VIII. INDEMNIFICATION

A. The personal liability of the directors of the Company for monetary damages shall be eliminated to the fullest extent permitted under applicable law.

B. The Company shall indemnify, in accordance with and to the fullest extent now or hereafter permitted by applicable law, 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 (including, but not limited to, an action by or in the right of the Company), by reason of such person acting as an officer or director of the Company (and the Company, in the discretion of the Board, may so indemnify a person by reason of the fact that such person is or was an officer or employee of the Company or is or was serving at the request of the Company in any other capacity for or on behalf of the Company) against any liability or expense actually and reasonably incurred by such person in respect thereof. Such indemnification is not exclusive of any other right to indemnification provided by law or otherwise. Expenses incurred by an officer or director in defending a civil or criminal action, suit or proceeding shall be paid by the Company in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of such officer or director to repay such amount if it shall ultimately

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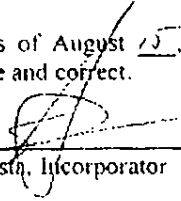
be determined that such officer or director is not entitled to be indemnified. The right to indemnification and advancement of expenses on the condition specified herein conferred by this Article VIII shall be deemed to be a contract between the Company and each person referred to herein.

C. Any repeal or modification of this Article VIII shall only be prospective and shall not affect the rights under this Article VIII in effect at the time of the alleged occurrence of any action or omission to act giving rise to liability.

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These Articles of Incorporation have been executed as of August 15, 2018 by the undersigned, who affirms that the statements made herein are true and correct.



Enrique Acosta, Incorporator

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ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT
OF
E-S INFORMATION SYSTEMS INC.

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

B&C Corporate Services, Inc.

By: 
Gisela Fasco, Vice President