

Florida Department of State

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To:

Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION

RouteMe, Inc.

| | |
|-----------------------|---------|
| Certificate of Status | 1 |
| Certified Copy | 0 |
| Page Count | 06 |
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FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FL

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ARTICLES OF INCORPORATION FOR A FLORIDA FOR PROFIT CORPORATION

The undersigned Incorporator, pursuant to the provisions of Chapter 607 of the Florida Statutes also known as the Florida Business Corporation Act (the "Act") desires to form a corporation named RouteMe, Inc. ("Corporation") under the laws of the State of Florida by delivering to the Department of State of the State of Florida these Articles of Incorporation, in accordance with the provisions of the Act.

ARTICLE ONE NAME

The name of the Corporation, that satisfies the requirements of the Act, is:
RouteMe, Inc.

ARTICLE TWO ADDRESSES

The principal office address of the Corporation, is:
390 North Orange Ave., Suite 2300
Orlando, Florida 32801

The mailing address of the Corporation is:
390 North Orange Ave., Suite 2300
Orlando, Florida 32801

ARTICLE THREE PURPOSES

The Corporation is formed to engage in any business lawful and permitted under the laws of the State of Florida, and to do anything corporations are permitted to do under provisions of the Act, as amended from time to time.

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**ARTICLE FOUR
DURATION**

The Corporation's duration is perpetual.

**ARTICLE FIVE
REGISTERED AGENT**

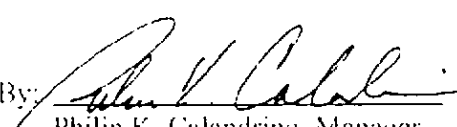
The name and address of the Corporation's initial Registered Agent in the State of Florida is:

Assured Compliance Services, LLC
1615 Woodward St.
Orlando, FL 32803

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity. This acceptance is made pursuant to Section 607.0501(3) of the Act.

ASSURED COMPLIANCE SERVICES, LLC.

By:


Philip K. Calandrino, Manager

**ARTICLE SIX
AUTHORIZED STOCK**

The Corporation will have one type of common stock. This stock will have voting and nonvoting classes as outlined below:

- I. **Authorized Shares.** The Corporation is authorized to issue:
 - a. 100,000,000 shares of Common A Nonvoting Stock, with no par value per share (the "Common A Stock"); and

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- b. 100,000,000 shares of Common B Voting Stock, with no par value per share (the "Common B Stock").
2. **Common Stock.** A statement of the powers, preferences and rights and qualifications, limitations or restrictions thereof is as follows:
- a. Voting Rights
- i. Common A Stock has no voting rights or powers, except for such limited voting right required by state law, if any, and the Certificates of Shares shall reflect same.
 - ii. The holders of Common B Stock will at all times vote together as one class on all matters, including the election of directors, submitted to a vote or for the consent of the stockholders of the Corporation.
 - iii. Each holder of shares of Common B Stock is entitled to one vote for each share held as of the applicable date on any matter submitted to a vote or for the consent of the stockholders of the Corporation.
- b. Dividends and distributions. Subject to the preferences applicable to any series of Preferred Stock, if any, outstanding at any time, the holders of Common Stock are entitled to share equally (both Common A Stock and Common B Stock), on a per share basis, in those dividends or other distributions of cash, property, or shares of stock of the Corporation as may be declared by the Board of Directors from time to time with respect to the Common Stock out of assets or funds of the Corporation legally available for those purposes.
- c. Liquidation. In the event of the voluntary or involuntary liquidation of the Corporation the holders of Common Stock are entitled to share equally (both Common A Stock and Common B Stock), on a per share basis, all assets of the Corporation of whatever kind available for distribution to the holders of Common Stock.

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ARTICLE SEVEN STOCK TRANSFER RESTRICTIONS

Except as otherwise provided in these Articles, the Act, the Bylaws or in a separate agreement among the shareholders, no shareholder may sell, assign, pledge, or otherwise transfer any of the Corporation's shares of stock or any right or interest in them, whether voluntarily, by operation of law, by gift, or otherwise.

ARTICLE EIGHT CERTIFICATES OF STOCK

Notwithstanding any oral or written agreement to the contrary, the Corporation shall not issue stock without certificates, pursuant to Section 607.0626 of the Act. A person or entity who is a prospective shareholder of the Corporation does not attain status as a shareholder unless the Corporation has issued a certificate evidencing the Common Stock owned by that person or entity. The certificate need not be sealed, and may have an electronic seal. The certificate may be dated on a date that is different from the date of its execution, and, if so dated, a prospective shareholder's status as a shareholder is thereby made effective retroactively or prospectively according to the date written on the certificate. The certificate may be in digital form and maintained by the Corporation.

ARTICLE NINE EFFECTS OF FORECLOSURE OR CHARGING ORDER ON STOCK

As long as the Corporation has more than one shareholder, the remedy of foreclosure or charging order on a judgment debtor's interest in the Corporation or against rights to distribution or dividends from the Corporation is not available. If any attempt to foreclose on a shareholder's interest is successful, and the creditor is not a current shareholder of the Corporation or a party controlled or under the direction of a current shareholder of the Corporation, the foreclosed shares shall lose the right to vote until such right is restored by a majority of the Board of Directors. Nothing in this section should be construed to reduce shareholder's debtor rights under the law.

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**ARTICLE TEN
SECURITY INTEREST**

No party is granted a consensual security interest in the corporation or its assets to pursue the remedies available to a secured creditor without the written approval of all the corporation's directors.

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ARTICLE ELEVEN INCORPORATOR

The name and address of the Incorporator is as follows:

Philip K. Calandrino
Forward Law Firm, P.A.
d/b/a Forward Law Firm
175 Lookout Place, Suite 100
Maitland, Florida 32751

ARTICLE TWELVE BOARD OF DIRECTORS

The Board of Directors will have at least one Director and no more than three Directors. Newly created directorships resulting from any increase in the authorized number of Directors or any vacancies in the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office, or other cause will be filled by a majority vote of the remaining Directors, though less than a quorum. These interim Directors will hold office for a term that expires at the next annual or special meeting of shareholders, at which time the shareholders will elect the successors.

The Board of Directors will fix by resolution the compensation or salary paid for attendance at each regular or special meeting of the Board in which a Director actually participates. Each Director will be reimbursed for all out-of-pocket expenses reasonably incurred in connection with performing the duties of a Director.

ARTICLE THIRTEEN RELEASE FROM PERSONAL LIABILITY

A Director will not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a Director, except liability for:

- the amount of a financial benefit received by a Director to which he or she is not entitled under Florida law;
- an intentional infliction of harm on the Corporation or the shareholders, individually or collectively;
- any distribution for which a Director votes that is not lawful under Florida law; or
- an intentional violation of criminal law.

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ARTICLE FOURTEEN INDEMNIFICATION

The Corporation must indemnify every Director and/or officer—and his or her heirs, executors, and administrators—against expenses actually and reasonably incurred by him or her, as well as any amount paid upon judgment, in connection with any civil or criminal action, suit, or proceeding to which he or she may be made a party by reason of having been a Director or officer of the Corporation. But this indemnification excludes any action resulting in the liability of the Corporation for:

- a financial benefit received by a Director or officer to which he or she is not entitled under Florida law;
- an intentional infliction of harm on the Corporation or the shareholders, individually or collectively;
- any distribution for which a Director or officer votes or approves that is not lawful under Florida law; or
- an intentional violation of criminal law.

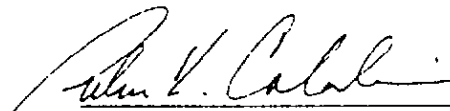
ARTICLE FIFTEEN POWER TO ENACT, AMEND, AND REPEAL BYLAWS

The Corporation's Board of Directors holds the exclusive power to make, alter, amend, or repeal the Corporation's Bylaws.

ARTICLE SIXTEEN EFFECTIVE DATE

These Articles of Incorporation are made effective as of the date filed with the state.

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in §817.155, Florida Statutes.


Philip K. Calandrino
Incorporator

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