

P 950000 2135

Eugene Brown

(Requestor's Name)

Hunters Run

33 Hampshire Lane

Brynthon Beach, IL 33436

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time _____

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

69511933

**ARTICLES OF INCORPORATION
OF
ROSTAN CONSULTING INC.**

ARTICLE I

NAME AND PRINCIPAL OFFICE/MAILING ADDRESS

The name of this Corporation is Rostan Consulting Inc., and its principle office and mailing address shall be 33 Hampshire Lane, Doynton Beach, Florida 33436

ARTICLE II

DURATION

This Corporation shall have perpetual existence

ARTICLE III

PURPOSE

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

ARTICLE IV

CAPITAL STOCK

A. This Corporation is authorized to issue 10,001,000 shares divided into two classes. The designation of each class, the number of shares of each class, and the par value of the shares of each class are as follows:

<u>Class</u>	<u>Number of Shares</u>	<u>Par value per share</u>
Common	10,000,000	\$.001
Preferred(Series A)	1,000	\$.01

B. The preferred shares shall be issued from time to time in series. The first series shall be designated Series A, shall consist of 1000 shares. The shares of the series shall otherwise be

subject to the provisions of this Article applicable to all series of the preferred shares, and additional provisions with respect to the series shall be fixed by the Board of Directors as provided herein

C All preferred shares shall be of equal rank and identical, except in the particulars that may be fixed by the Board of Directors as provided in this Article. The Board of Directors shall fix

(1) The distinctive designation of any series and the number of shares that constitutes any series, except the first series

(2) Any voting rights in matters other than those for which voting rights are specifically provided in this Article and any preferences, relative, participating, optional, or other special rights, and qualifications, limitations, or restrictions on the shares

D. The holders of the Series A preferred shares as a class shall be entitled to elect sixty percent (60%) of the Board of Directors, and the holders of the common shares as a class shall be entitled to elect the remaining directors

E On any voluntary liquidation, dissolution, or winding up of the affairs of this Corporation, holders of the preferred shares shall be entitled to receive the respective amounts fixed in accordance with these Articles before any amount shall be paid to the holders of the common shares, the holders of the preferred

shares shall receive no more than the amounts allowed under this Article on the voluntary dissolution of the Corporation

F On any involuntary liquidation, dissolution, or winding up of the Corporation, holders of the preferred shares shall be receive the sum of \$01 a share before any amount shall be paid to the holders of the common shares. The holders of the preferred shares shall receive no more than the amounts allowed under this Article on the involuntary dissolution of the Corporation

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 33 Hampshire Lane, Boynton Beach, Florida 33436. The name of the initial registered agent of the Corporation at that address is Eugene Brown

ARTICLE VI

PREFERENCES, LIMITATIONS AND RELATIVE RIGHTS OF SHARES OF CAPITAL STOCK

No holder of any of the shares of the stock of the Corporation, whether now or hereafter authorized and issued, shall be entitled as of right to purchase or subscribe for (1) any unissued stock of any class, or (2) any additional shares of any class to be issued by reason of any increase in the authorized capital stock of the Corporation of any class, or (3) bonds, certificates of indebtedness, debentures or other securities convertible into stock of the Corporation, or carrying any right to purchase stock of the Corporation, or carrying any right to purchase stock of any class, but any such unissued stock or such additional authorized issue of any stock or of other securities convertible into stock, or carrying any right to purchase stock may be issued and disposed of pursuant to resolution of the Board of Directors to such persons, firms, corporations or associations and upon such terms as may be deemed advisable by the Board of Directors in the exercise of its discretion

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This Corporation shall have four directors initially. The number of directors may be increased from time to time by the By-Laws but shall never be more than ten (10) nor less than one (1). The names and addresses of the initial directors of this Corporation is as follows:

Eugene Brown	33 Hampshire Lane
	Boynton Beach, FL 33436

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Eugene Brown, 33 Hampshire Lane, Boynton Beach, Florida 33436

ARTICLE IX

SPECIAL PROVISIONS

The following additional provisions for the regulation of the business and for conduct of the affairs of the Corporation and creating, dividing, limiting and regulating the power of the Corporation, its stockholders and directors, are hereby adopted as part of these Articles of Incorporation

(1) Whenever a compromise or arrangement is proposed between this Corporation, and its creditors or any class of them or between this Corporation and its stockholders or any class of them or both, on the application of this Corporation any creditor or stockholder hereof, or any receiver or receivers appointed for this Corporation under the applicable provisions of the laws of the State of Florida any court of equitable jurisdiction in the State of Florida may order a meeting of the creditors or class of creditors, the stockholders or any class of stockholders of this Corporation, or both, as the case maybe at such time and in such manner as the said court may direct. If a majority representing three fourths in value of the creditors or class of creditors, in number shares or classes of shares of the Corporation, or both as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation, as the case may be, the said compromise, arrangement or reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, on all stockholders or class of stockholders of this Corporation, or both as the case may be and also on this Corporation.

(2) The Management of the business and the conduct of the affairs of the Corporation, including the election of the Chairman of the Board of Directors, if any, the President, the Treasurer, the Secretary, and other principal officers of the Corporation, shall be vested in its Board of Directors. The number and manner of election of the Board of Directors shall be determined in accordance with the By-Laws

(3) The original By-Laws of the Corporation shall be adopted by the Incorporator

(4) Any action properly taken by the shareholders at a meeting may be taken without a meeting if either all of the stockholders entitled to vote upon the action being taken or any such action is consented to and receives the affirmative vote of not less than the minimum percentage of the votes required to be cast to authorize any such action under the provisions of the Florida General Corporation Act. Prompt notice shall be given to all stockholders entitled to vote on such action or the taking of such action without a meeting and by less than unanimous written consent. The initial Board of Directors listed in Article VII above shall have the authority to either individually or collectively veto a resolution of the Board of Directors voiding its ratification.

(5) No contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at, or participates in, the meeting of the Board of Directors or a committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if:

(a) The material fact as to his interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board or committee in good faith authorizes the contract or transaction by a vote sufficient for the purpose without counting the vote of the interested director or directors; or

(b) The material facts as to his interest and as to the contract or transaction are disclosed or are known to the stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the stockholders; or

(c) The contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified, by the Board of Directors, a committee thereof, or the stockholders

Interested directors may be counted in determining the presence of the quorum at the meeting of the Board of Directors or of a committee which authorizes the contract or transaction.

(6) (a) The Corporation shall have the power to indemnify 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 (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fee), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceedings, has no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(b) The Corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believes to be in, or not opposed to, the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless, and only to the extent that, the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses which the court of Chancery or such other court shall deem proper.

(d) To the extent that a director, officer, employee or agent of the Corporation has been

successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraphs (a) and (b) hereof, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

(e) Any indemnification under paragraphs (a) and (b) hereof, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraphs (a) and (b) hereof. Such determination shall be made by the Board of Directors, by majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding; or, if such a quorum is not obtainable, or even if obtainable a quorum of disinterested directors so directs it shall be made, either by independent legal counsel in a written opinion, or by the stockholders.

(f) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in these Articles of Incorporation.

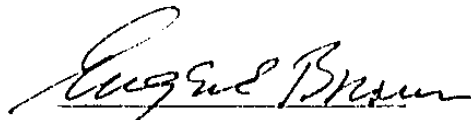
(g) The indemnification provided by these Articles of Incorporation shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the By-Laws, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

(h) The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation as a director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article

ARTICLE X
AMENDMENT

From time to time any of the provisions of these Articles of Incorporation may be amended, altered or repealed, and other provisions authorized by the laws of the State of Florida at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon stockholders of the Corporation by these Article X.

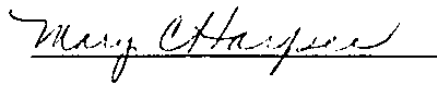
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 5th day of January, 1995


Eugene Brown

STATE OF FLORIDA)
)SS:
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public authorized to take acknowledgements in the state and county set forth above, personally appeared EUGENE BROWN, personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he, under oath, acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 5th day of January, 1995.


Notary Public, State of Florida

My Commission expires:



OFFICIAL SEAL
MARY C. HARPER
My Commission Expires
July 21, 1995
Comm No CC 192401

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED. IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

ROSTAN CONSULTING INC

DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPLE PLACE OF BUSINESS AT PALM BEACH COUNTY, FLORIDA HAS NAMED EUGENE BROWN, 33 HAMPSHIRE LANE, BOYNTON BEACH, FLORIDA 33436. AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: 
EUGENE BROWN

DATE: JANUARY 5th, 1995

TITLE: SUBSCRIBER TO ARTICLES OF INCORPORATION

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS WITH THE ABOVE NAMED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I ROGER BROWN, HEREBY AGREES TO ACT IN THAT CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: 
EUGENE BROWN

DATE: JANUARY 5th, 1995

P95000002135

OFFICE USE ONLY (Document #)

Howler Consulting, Inc.
(Requestor's Name)
33 Hampshire Avenue
(Address)
Bayview Beach, FL 33434
(City, State, Zip) (Phone #)

*No return address
Received by UPS*

OFFICE USE ONLY

FILED
55 FEB 21 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
- ☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
55 JUN 24 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01055, 00689, 00671



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

February 1, 1995

ROSTAN CONSULTING, INC.
33 HAMPSHIRE LANE
BOYNTON BEACH, FL 33436

SUBJECT: ROSTAN CONSULTING, INC.
Ref. Number: P9500002135

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

The fee to file articles of amendment is \$35. For each certified copy requested, please add an additional \$52.50.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt
Corporate Specialist

Letter Number: 595A00004204

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ROSTAN CONSULTING INC.

FILED
95 FEB 27 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Corporation is Rostan Consulting Inc., and its principle office and mailing address at 33 Hampshire Lane, Boynton Beach, Florida 33436. This corporation was filed with the Secretary of State of Florida on January 6, 1995. The letter reference number to the company is 095A00000983

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adapts the following articles of amendment to its articles of incorporation:

FIRST: Amendment 1 adopted to Article IV, Capital Stock.

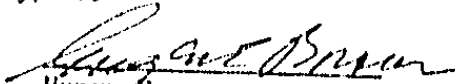
A. The authorization to issue two classes of stock is hereby revoked and the articles of incorporation are amended, according to Article X of the original articles of incorporation, to authorize the Company to issue 10,000,000 shares in one class. The designation of the class, the number of shares, and the par value of the shares are as follows:

<u>Class</u>	<u>Number of Shares</u>	<u>Par value per share</u>
Common	10,000,000	\$.001

Second: The date of this amendment adoption is January 24, 1995.

Third: The amendment was adopted by the incorporators without shareholder action and shareholder action was not required.

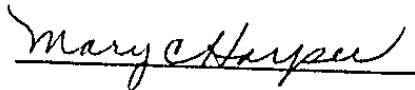
IN WITNESS WHEREOF, the undersigned incorporator has executed this Amendment to the Articles of Incorporation on this 23rd day of February, 1995


Eugene Brown

STATE OF FLORIDA)
)SS:
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public authorized to take acknowledgements in the state and county set forth above, personally appeared EUGENE BROWN, personally known to me and known by me to be the person who executed the foregoing Amendment, and he, under oath, acknowledged before me that he executed this Amendment.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 23rd day of February, 1995.


Notary Public, State of Florida

My Commission expires:



OFFICIAL SEAL
MARY C. HARPER
My Commission Expires
July 21, 1995
Comm. No. CC 192401