

P9500045626

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

700001478587
-05/08/95--01132--012
***122.50 ***122.50

SUBJECT: AdventurCard International, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and certificate for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☒ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: Maria J. Patullo, Esquire
Name (printed or typed)

322 Buchanan Street, Ste 701
Address

Hollywood, Florida 33019
City, State & Zip

(305) 923-6350
Daytime Telephone number

FILED
95 JUN 13 PM 12:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED
95 MAY 22 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 12, 1995

MAIA J. PATULLO, ESQ.
322 BUCHANAN STREET
SUITE 701
HOLLYWOOD, FL 33019

SUBJECT: ADVENTURCARD INTERNATIONAL
Ref. Number: W95000010123

We have received your document for ADVENTURCARD INTERNATIONAL and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

PLEASE LIST THE CORPORATE SUFFIX AT TOP OF ARTICLES (PAGE 1) AND IN ARTICLE 1, ALSO, PLEASE LIST ONLY 1 REGISTERED AGENT NAME IN ARTICLE 6 OR HAVE BOTH SIGN THE REGISTERED AGENT CERTIFICATE.

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) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 295A00024429



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 25, 1995

MARIA J. PATULLO, ESQ.
322 BUCHANAN STREET
SUITE 701
HOLLYWOOD, FL 33019

SUBJECT: ADVENTURCARD INTERNATIONAL, INC.
Ref. Number: W95000010956

We have received your document for ADVENTURCARD INTERNATIONAL, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Please accept our apology for failing to mention this in our previous letter.

(YOUR DOCUMENT HAS LISTED THE CORPORATION PRINCIPAL ADDRESS IN 2 DIFFERENT LOCATIONS (COMPARE ARTICLE 2 AND R.A. CERTIFICATE.)

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) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 995A00026519

ARTICLES OF INCORPORATION

OF

AdventurCard International, *Inc.*

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following articles of incorporation.

ARTICLE ONE

NAME

The name of the corporation is AdventurCard International, *Inc.*

ARTICLE TWO

PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is 729 North Highland Drive, Hollywood, Florida 33021

The mailing address of the corporation is P.O. Box 21346 Saint Andrews Boulevard, Boca Raton, Florida 33433.

ARTICLE THREE

CORPORATE DURATION

The duration of the is perpetual or until dissolved by due process of law.

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95 JUN 13 PM 12:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE FOUR
PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

1. To engage in business permitted under the laws of the United States and the State of Florida.
2. To transact any other lawful business for which corporations may be incorporated under the Florida Business Act or engage in any other trade or business which can, in the opinion of the board of the directors of the corporation, be advantageously carried on in connection with or auxiliary to the preceding business.
3. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

ARTICLE FIVE
CAPITALIZATION

This Corporation is authorized to issue par value common stock as described below, and none other:

Maximum Number of Shares	10,000
Par Value per share	\$00.01

The authorized shares of par value common stock may be issued only for a consideration having a value, in the judgment of the Board of Directors, equivalent at least, to the full par value of the stock to be issued. Such consideration may be in the form of cash, real property, tangible personal property, intangible personal property, labor or services rendered, other than future services, or any combination of the foregoing.

Each share of common stock of this Corporation shall entitle the holder of record thereof to one vote upon each proposal presented at lawful meetings of the Stockholders. No holder of common stock of this Corporation shall be entitled to any right of cumulative voting.

ARTICLE SIX

INITIAL SUBSCRIBER/REGISTERED OFFICE AND AGENT

The street addresses of the initial registered office of this Corporation is 729 North Highland Drive, Hollywood, Florida 33021 and the names of its initial subscribers and registered agents are Pasquale Antonio Patullo and James G. Papagno.

ARTICLE SEVEN

DIRECTORS

The business of this Corporation shall be conducted by a Board of Directors of not less than one (1), nor more than fifteen (15) persons. The Board of Directors shall be elected at the annual meeting of the Stockholders of this Corporation, which meeting shall be held at such time as shall be provided by the By-Laws. They shall hold office until their successors are elected or appointed and have qualified, unless otherwise provided by the By-Laws.

The names and addresses of the initial Directors who are to conduct the affairs of this Corporation until the first meeting and election and qualification his successor:

James G. Papagno 21485 Campo Allegro Drive, Boca Raton, Florida 33433

Pasquale Antonio Patullo 729 North Highland Drive, Hollywood, Florida 33021

ARTICLE EIGHT

PREEMPTIVE RIGHTS

The Corporation may provide for preemptive rights of Stockholders pursuant to provisions of its By-Laws, but no preemptive rights shall exist unless specifically approved for inclusion in the By-Laws.

ARTICLE NINE

MISCELLANEOUS

1. No contract or other transaction between this Corporation and any other Corporation shall be effected or invalidated by the fact that any one or more of the Directors of this Corporation is or are interested in, or is a Director.

2. Upon election of the Board of Directors by the Stockholders, as such Board shall manage the business and affairs of the Corporation, without the need of further authorization from the Stockholders, except as provided by law, or otherwise from the Stockholders, except as provided by law, or otherwise herein.

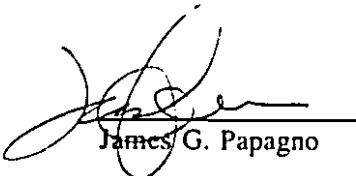
3. The initial By-Laws of this Corporation shall be adopted by the Board of Directors. The By-Laws may be amended from time to time by either Stockholders or the Directors. The Stockholders may amend, alter, or repeal any By-Laws adopted by the Directors. The Directors may not alter, amend, or repeal any By-Laws adopted by the Stockholders, nor may the Directors adopt By-Laws which would be in conflict with the By-Laws adopted by the Stockholders.

4. The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in a manner now or hereafter prescribed by law; and all rights conferred upon Stockholders herein are granted subject to that reservation.

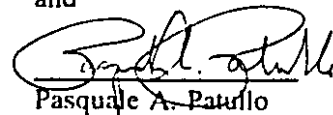
5. Any Incorporator or Stockholder present at the meeting, either in person or by proxy, and any Directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

6. The Corporation shall indemnify all Officers and Directors of the corporation to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 4th day of May, 1995.


James G. Papagno

and

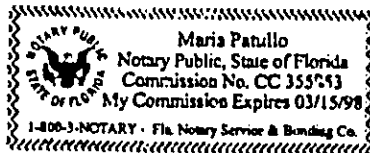

Pasquale A. Patullo

STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared James G. Papagno (Dr.'s License# P125-447-43-30570) and Pasquale A. Patullo (Dr.'s License# P340-661-62-461-0, known to me and known to me to

be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed said Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 4th day of May, 1995.



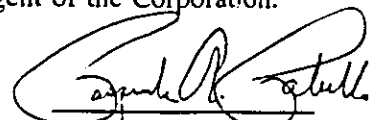
NOTARY PUBLIC:

sign Maria J. Patullo

print MARIA J. PATULLO

State of Florida at Large
(Seal)
My Commission Expires

The undersigned hereby accepts designation as Registered Agent of the Corporation.


Pasquale A. Patullo

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

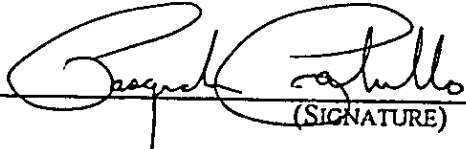
PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: AdventurCard International, Inc.
729 North Highland Drive
Hollywood, Florida 33021
2. The name and address of the registered agent and office is:

Pasquale A. Patullo
(NAME)
729 North Highland Drive,
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)
Hollywood, Florida 33021
(CITY/STATE/ZIP)

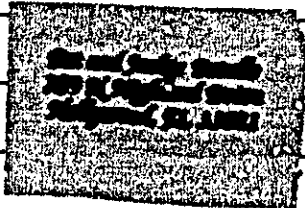
FILED
95 JUN 13 PM 12:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(SIGNATURE)

MAY 4, 1995
(DATE)

P95000045626



OFFICE USE ONLY

700001652637
-12/04/95--01072--012
*****35.00 *****35.00

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 checked="" 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

SH 1/8

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 17 AM 11:04

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 8, 1995

Pat Patullo
729 N. Highland Dr.
Hollywood, FL 33021

SUBJECT: ADVENTURCARD INTERNATIONAL, INC.
Ref. Number: P95000045626

We have received your document for ADVENTURCARD INTERNATIONAL, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 995A00053383

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ADVENTURCARD INTERNATIONAL, INC.**

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

FIRST: Amendments adopted:

**ARTICLE TWO
PRINCIPAL OFFICE**

The Principal Place of Business of the corporation shall be:

2185 Campo Allegro Drive
Boca Raton, Florida 33433

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 17 AM 11:04

The mailing address of the corporation is P.O. Box 21346 Saint Andrews Boulevard, Ste 411,
Boca Raton, Florida 33433.

**ARTICLE SIX
CHANGE OF REGISTERED OFFICE AND AGENT**

The street address of the registered office of this Corporation is 2185 Campo Allegro Drive, Boca Raton, Florida 33433 and the name of the registered agent is James G. Papagno.

**ARTICLE VII
BOARD OF DIRECTORS**

The names and street address of the Board of Directors who are to conduct the affairs of this Corporation until the next election:

James G. Papagno

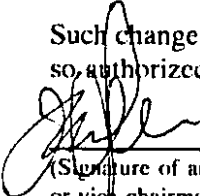
21845 Campo Allegro Drive
Boca Raton, Florida 33433

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT
OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

- 1a. The name of the corporation is: AdventurCard International, Inc.
- 1b. The mailing address of the corporation is: 21346 Saint Andrews Boulevard, Ste 411, Boca Raton, Florida 33433.
- 1c. Date of incorporation: October 28, 1992 Document number: P92000000388.
2. The name and address of the current registered agent and office:
Pasquale A. Patullo
729 North Highland Drive
Hollywood, Florida 33021
3. The name and address of the new registered agent and office:
James G. Papagno
21485 Campo Allegro Drive
Boca Raton, Florida 33433

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.



(Signature of an officer
or vice chairman of the board)

James Papagno

(Printed or typed name and title)

1/9/96

(Date)

1/9/96

(Date)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointments as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.



(Signature of Registered Agent)

1/9/96

(Date)

SECOND: n/a

THIRD: The Date of each amendments' adoption is August 1, 1995.

FOURTH: Adoption of Amendments (check one)

☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ (voting group).

☒ The amendment(s) was/were adopted by the board of directors without shareholders action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 1 th day of August, 1995.

Signature

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer, if adopted by the shareholder)

or

(By a director if adopted by the directors)

or

(By an incorporator if adopted by the incorporators)

☒ JAMES G. PAPAGNO

Typed or printed name

☒ PASQUALE PATULLO

☒ PRESIDENT/DIRECTOR

Title

☒ VICE PRESIDENT/DIRECTOR