



ACCOUNT NO. 072100000032

REFERENCE : 647758 869010

AUTHORIZATION :

*Patricia Piggitt*

COST LIMIT : \$ 70.00

ORDER DATE : July 25, 1995

ORDER TIME : 10:32 AM

ORDER NO. : 647758

CUSTOMER NO: 869010

800001545509

CUSTOMER: Ms. Jennifer Connors - 869010  
PRENTICE HALL LEGAL &  
FINANCIAL SERVICES, INC.  
1 Biscayne Tower  
2 South Biscayne Blvd, #1810  
Miami, FL 33131

DOMESTIC FILING

NAME: ADDISON, PRICE, GAINES INC.

☒ ARTICLES OF INCORPORATION  
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY  
☒ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

T. BROWN

JUL 25 1995

FILED  
95 JUL 25 PM 1:02  
SECRETARY OF STATE  
TALLAHASSEE, FL 32304

ARTICLES OF INCORPORATION  
OF  
ADDISON PRICE GAINES INC.

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95 JUL 25 PM 1:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is Addison, Price, Gaines Inc.

SECOND: The address, wherever located, of the principal office of the corporation, if known, is Suite 156, 3840 W. Hillsboro Blvd., Deerfield Beach, Florida 33442.

THIRD: The mailing address, wherever located, of the corporation is Suite 156, 3840 W. Hillsboro Blvd., Deerfield Beach, Florida 33442.

FOURTH: The aggregate number of shares of common stock which this corporation shall have authority to issue is one hundred million (100,000,000) shares at par value of one tenth of one cent (\$.001) per share. The common stock of the corporation that is issued and outstanding shall be entitled to vote fifty percent (50%) of the stockholder voting rights. Each holder of common stock shall be entitled to one vote for each share of common stock held.

The aggregate number of shares of preferred stock which this corporation shall have authority to issue shall be twenty million (20,000,000) shares at par value of one tenth of one cent (\$.001) per share. The preferred stock shall be divided into Series A preferred stock, Series B preferred stock and Series C preferred stock, which shall have all the same rights and privileges except voting rights as expressly set forth below:

- a) Series A preferred stock which shall consist of ten million shares (10,000,000) shall have no voting rights.

- b) Series B preferred stock which shall consist of nine hundred ninety thousand shares (9,990,000) shall have no voting rights.
- c) Series C preferred stock which shall consist of ten thousand shares, shall be entitled to vote fifty percent (50%) of the stockholder voting rights. Each holder of preferred stock, Series C, shall be entitled to one vote for each share of preferred stock, Series C, held.

There shall be no cumulative voting by shareholders.

The shareholders shall have no preemptive rights to acquire any shares of the corporation.

The common stock of the corporation after the amount of the subscription price has been paid in, shall not be subject to assessment to pay the debts of the corporation.

FIFTH: The street address of the initial registered office of the corporation in the State of Florida is c/o The Prentice-Hall Corporation System, Inc., 1201 Hays Street, Ste. 105, Tallahassee, Florida 32301.

The name of the initial registered agent of the corporation at the said registered office is The Prentice-Hall Corporation System, Inc.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

SIXTH: The name and the address of the incorporator are:

<u>NAME</u>	<u>ADDRESS</u>
Gail L. Shelby	1201 Hays Street, Suite 105 Tallahassee, FL 32301-2636

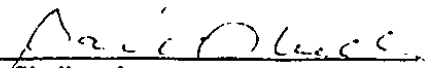
SEVENTH: The purposes for which the corporation is organized is to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

EIGHTH: The duration of the corporation shall be perpetual.

NINTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders 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.

TENTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

Signed on July 24, 1995.

  
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Gail L. Shelby, Incorporator

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.

THE PRENTICE-HALL CORPORATION SYSTEM, INC.

By: Marcia A. Havner, Asst Sec.  
Marcia A. Havner, Assistant Secretary

Date: 7-25-95