

P96000016071

Edward R. Nell
3245 W. Pebble Beach Ct.
Locanto, FL 34461

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

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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

FILED
96 FEB 19 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten signature and date 2/21/96

**ARTICLES OF INCORPORATION
OF**

TECHReps, Inc.

We, the undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I - NAME

The name of this corporation shall be: *TECHReps, Inc.*

Article II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

*3245 W. Pebble Beach Court
Lecanto, FL 34461*

Article III - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: *One Thousand (1,000) shares, One (\$1.00) Dollar per share par value, which shall be designated "Common Shares."*

Article IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent office of this corporation is:

3245 W. Pebble Beach Court, Lecanto, FL 34461

and the initial registered agent of the corporation at that address is:

Edward R. Neff

Article V - INCORPORATOR(S)

The name and address of the persons signing these Articles are:

*Cheryl F. Neff
3245 W. Pebble Beach Court
Lecanto, FL 34461*

*Edward R. Neff
3245 W. Pebble Beach Court
Lecanto, FL 34461*

Article VI - DURATION

This corporation shall exist perpetually unless sooner dissolved according to law.

Article VII - PURPOSE

The general nature of the business and objects and purposes proposed to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do and to exercise all of the rights which are now or may hereafter be conferred upon corporations generally by the laws of the State of Florida.

Article VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (4) directors initially. The number of Directors may be increased or diminished, from time to time, by the By-laws but shall never be less than one (1). The name and addresses of the initial Directors of this Corporation are:

Cheryl F. Neff
3245 W. Pebble Beach Court
Lecanto, FL 34461

Edward R. Neff
3245 W. Pebble Beach Court
Lecanto, FL 34461

William B. Neff
3245 W. Pebble Beach Ct.
Lecanto, FL 34461

Clare L. Doyle
905 Rugby St.
Orlando, FL 32804

Article IX - BY-LAWS

The by-laws of this corporation may be adopted, altered, amended or repealed by either the stockholders or directors.

Article X - MANAGEMENT

The Corporation shall be managed by a Board of Directors unless the Stockholders shall, by a majority vote hereinafter, determine that the Corporation shall be managed by the Stockholders. If the Corporation is managed by Directors, the exact number of Directors shall be determined by the Stockholders, from time to time, but at no time shall there be less than one (1) Director.

Article XI - AMENDMENT

These articles may be amended, provided, every amendment is approved by a majority of the Board of Directors and Stockholders.

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96 FEB 19 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article XII - INDEMNIFICATION

The corporation shall indemnify any and all persons who may serve or may have served at any time as Directors or Officers of the Corporation, may serve as Directors or Stockholders of another Corporation in which the Corporation may own shares of stock or of which it was or may be a creditor, and their heirs, administrators, successors and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them are made parties or a party, or which may be asserted against them or any of them, by reason of being or having been Directors or Officers of the Corporation, or of such other Corporation, except in relation to matters as to which any such Director or Officer shall be adjudged in any action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, by-law, agreement, vote of Stockholders, or otherwise.

The private property of the Stockholders shall not be subject to the payment of the corporate debts in any extent whatsoever. The corporation shall have a first lien on the shares of its members, and upon the dividends due them for any indebtedness to the Corporation of such members of the Corporation.

Article XIII - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS THEREOF the undersigned incorporator(s) have executed these articles of incorporation this 16th day of February, 1996.

I hereby accept duties as Registered Agent.

Signature

Signature

P96000016071

Requestor's Name

Baylt Orr
Investment Group, Inc.
P. O. Box 995
Locanto, FL 34460

Office Use Only

ENT NUMBER(S), (if known):

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

97 MAY 23 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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OTHER FILINGS	
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<input type="checkbox"/>	Other

62B
W97-11449
REC NC
10/6/97
5/27

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sundra B. Morthum
Secretary of State

May 16, 1997

SELLSMART

PO BOX 800995

LECANTO, FL 34460

→ S/B P.O. BOX 995

SUBJECT: TECHREPS, INC.

Ref. Number: P96000016071

DIVISION OF CORPORATIONS

MAY 22 AM 6:56

RECEIVED

We have received your document for TECHREPS, 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 be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 197A00026434

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

TECHReps, Inc.

(present name)

FILED
97 MAY 23 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FIRST: *Amendment(s) adopted: (Indicate article number(s) being amended, added or deleted)*

Article No. 97-0430

The name of the corporation will be changed from TECHReps, Inc. to SellSmart, Inc.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment is not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: April 30, 1997

FOURTH: Adoption of Amendment(s) (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

"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 shareholder 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 day 6th of May, 19 97

Signature  CHERYL F. NEFF, PRESIDENT
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Typed or printed name

Title