

P960000/6206

OFFICE USE ONLY (Document #)

Eckert Seamans Cherin & Mellott

Requestor's Name 300 W. College Ave.

200 S. Adams Street

Address

Shallahasse, JO 37301

(City, State, Zip)

(Phone #)

(904) 222-2515 (Office)

OFFICE USE ONLY

FILED  
96 FEB 21 PM 4:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

500001720695  
-02/21/96--01075--001  
\*\*\*\*122.50 \*\*\*\*122.50

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

1. Gadget's Home Work, Inc.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in

☐ Pick up time \_\_\_\_\_

☒ Certified Copy

☐ Mail out

☐ Photocopy

☐ Certificate of Status

96 FEB 21 PM 2:13  
DIRECTOR OF REGISTRATION

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

NEW REGISTRATIONS	
<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

NEW REGISTRATIONS QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark

Call  
When  
Ready

BROWN FEB 21 1996

**ARTICLES OF INCORPORATION  
OF  
GADGET'S HOME WORK, INC.**

**FILED**  
96 FEB 21 PM 4:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I**

The name of the corporation shall be **GADGET'S HOME WORK, INC.**

**ARTICLE II**

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

**ARTICLE III**

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any on time is one thousand (1,000) shares. All such shares shall be of a single class, designated as common.

**ARTICLE IV**

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

**ARTICLE V**

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued

shares or other securities or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor.

#### ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

#### ARTICLE VII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

#### ARTICLE VIII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

#### ARTICLE IX

Pursuant to Fla. Stat. § 607.0801 and § 607.0732, the shareholders agree to dispense with a board of directors. All the duties of a board of directors and management of the Corporation will be performed by the shareholders.

#### ARTICLE X

The initial registered agent of the corporation is Deborah Packer Goodall. The street address of the corporation's initial registered office is c/o Eckert Seamans Cherin & Mellott, 5355 Town Center Road, Suite 902, Boca Raton, Florida, 33486.

#### ARTICLE XI

The principal place of business and mailing address of this corporation shall be: 10916 Crescendo Circle, Boca Raton, Florida, 33498.

#### ARTICLE XII

The name and address of the incorporator to these Article of Incorporation is Graham Ian Goodall, 10916 Crescendo Circle, Boca Raton, Florida, 33498.

The undersigned incorporator has executed these Articles of Incorporation this 16th day of February, 1996.

Graham Ian Goodall.  
Graham Ian Goodall, Incorporator

### ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for GADGET'S HOME WORK, INC. at the place designated in these Articles, 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.

Deborah Packer Goodall  
Deborah Packer Goodall

February 21, 1996  
(Date)

FILED  
26 FEB 21 PM 4:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA