

# P96000024805

## TRANSMITTAL LETTER

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

SUBJECT: Galaxy Systems, Inc.  
(Proposed corporate name - must include suffix)

800001743838  
-03/15/96--01010--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Enclosed is an original and one (1) copy of the articles of incorporation and a check  
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:

Andrew D. McKinney  
Name (printed or typed)

15721 SW 252 ST.  
Address

Homestead, FL 33091  
City, State & Zip

(305) 248-6628  
Daytime Telephone number

FILED  
MAR 14 PM 1:26  
TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATIONS  
STATE OF FLORIDA

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

GB 3/20/96

**ARTICLES OF INCORPORATION  
OF  
GALAXY SYSTEMS, INC.**

FILED  
96 MAR 14 PM 1:26  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of Florida

**ARTICLE I**

The name of the corporation is:

GALAXY SYSTEMS, INC. , hereinafter referred to as the "Corporation."

**ARTICLE II**

**PRINCIPAL OFFICE:**

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

GALAXY SYSTEMS, INC.  
15721 S.W. 252 Street  
Homestead, Florida, 33031

The Corporation shall have the privilege of having branch offices and places of business in other locations within and without the United States of America .

**ARTICLE III**

**NUMBERS OF SHARES OF CAPITAL STOCK AND RESTRICTIONS:**

The maximum number of shares of capital stock which the Corporation is authorized to have outstanding at any one time is as follows:

**COMMON STOCK:**

Ten Thousand shares (10,000) having a par value of one dollar (\$1.00) per share.

**ARTICLE IV**

**INITIAL REGISTERED AGENT AND STREET ADDRESS:**

The name and address of the initial registered agent is:

Andrew D. McKinney  
15721 S.W. 252 Street  
Homestead, Florida 33031

## ARTICLE V

### INCORPORATIONS

The names and street addresses of the incorporators to these Articles of Incorporation are:

Andrew D. McKinney, 15721 S.W. 252 Street, Homestead, Florida 33031

Sherry D. McKinney, 15721 S.W. 252 Street, Homestead, Florida 33031

Shailer R. Cummings, 3137 S.W. 23 Street, Miami, Florida 33145

Eugenia M. Cummings, 3137 S.W. 23 Street, Miami, Florida 33145

### NATURE OF BUSINESS:

The general nature of the business and the objects and purposes proposed to be transacted, promoted or carried on are to do any and all things hereinafter mentioned, as fully and to the same extent as natural persons might or could do, viz:

a) To render, provide, sell, lease, buy, acquire or promote all products and services related to electronic equipment or system sales, information exchange, electronic publishing, advertising or networking and services related thereto.

b) To buy own, control, improve, mortgage, rent, lease, sell, convey, and otherwise acquire, deal in the disposition of real, personal or mixed property, or any right, interest or estate therein, as owner, broker, agent, factor or otherwise.

c) To purchase, acquire, hold, improve, sell, convey, assign, release, mortgage, encumber, lease, hire and deal in real and personal property of every kind and nature, including stocks and securities of other corporations, and to loan money and take securities for the payment of all sums due the corporation, and to sell, assign and release such securities.

d) To carry on the business of buyers, sellers, manufacturers and dealers in all kinds of machinery, appliances and plants and particularly (but not limited to) those incident or necessary to the business which this corporation has power to engage in; and buy, sell, manufacture, repair, alter, let or hire and deal in all such business which may seem to the corporation capable of being conveniently carried on in connection with the powers calculated directly or indirectly to enhance the value of the corporation's property or rights.

e) To purchase, acquire, hold, sell, exchange and otherwise dispose of stocks, bonds, notes, mortgages and all other evidences of indebtedness of any corporation, domestic or foreign, or of any individual, firm or association, and to issue in exchange therefore its stocks, bonds, notes, mortgages or other obligations or evidences of indebtedness and while owner of any such stocks, bonds, notes, mortgages or other obligations to possess and exercise in respect thereof all the rights, powers and privileges of individual owners or holders thereof, including the right to exercise any and all voting power thereon.

f) To buy, sell, deal in the exchange shares of its own capital stock.

g) To borrow money and to contract debts in such amount or amounts as the Board of Directors may from time to time determine, when necessary or convenient for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose

of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness, payable at a specified time or times or payable upon the happening of a specified event or events, whether secured by mortgage, pledge or otherwise, or unsecured, for money borrowed or in payment for property purchased or acquired or any other lawful object.

h) To buy, sell and deal in a wholesale or retail, or as agent, broker or factor, or in any other capacity, goods, ware and merchandise of every kind and character whatsoever.

i) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the powers enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, as principal, agent director or otherwise, and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful business necessary or incidental to the accomplishment of the object of the corporation, whether or not such business is similar in nature to the purposes and objects set forth in these Articles of Incorporation or any amendment thereof.

#### AMOUNT OF CAPITAL WITH WHICH TO BEGIN BUSINESS:

The amount of capital with which the Corporation will begin business is Ten Thousand (\$10,000.00) Dollars.

#### CORPORATE EXISTENCE:

The Corporation shall have perpetual existence.

#### NUMBER OF DIRECTORS:

The number of Directors of this Corporation shall not be less than three (3) nor more than seven (7), as from time to time shall be fixed by the by-laws.

#### DIRECTORS AND OFFICERS:

The names and residential addresses of the members of the First Board of Directors are as follows:

Andrew D. McKinney, 15721 S.W. 252 Street, Homestead, Florida 33031

Sherry D. McKinney, 15721 S.W. 252 Street, Homestead, Florida 33031

Shailer R. Cummings, 3137 S.W. 23 Street, Miami, Florida 33145

Eugenia M. Cummings, 3137 S.W. 23 Street, Miami, Florida 33145

The names and residential addresses of the First Officers of the Corporation are as follows:

Andrew D. McKinney, President, 15721 SW 252 Street, Homestead, Florida 33031

Sherry D. McKinney, Secretary, 15721 SW 252 Street, Homestead, Florida 33031

Shailer R. Cummings, Vice President & Treasurer, 3137 SW 23 Street, Miami, Florida 33145

Eugenia M. Cummings, Vice President- Marketing, 3137 SW 23 Street, Miami, FL 33145

The aforesaid Directors and Officers shall hold their respective office until the first Annual Meeting of the stockholders or until their successors are elected and have qualified.

EXECUTIVE COMMITTEE

The Board of Directors may by resolution designate three (3) persons to constitute an Executive Committee, which Committee, to the extent provided in such resolution, shall have and may exercise the powers of the Board of Directors.

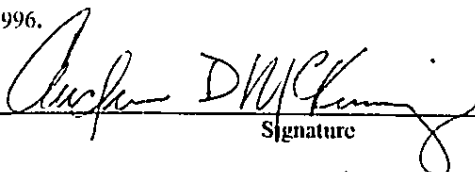
REMOVAL OF DIRECTORS:

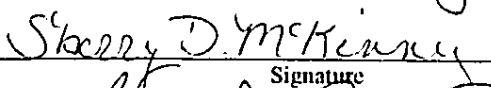
Any Director may, if the by-laws of the Corporation so provide, be removed at any time with or without cause in such manner as shall be provided by the by-laws.

RESTRICTIVE STOCK TRANSFER:

The stockholders at any annual or any special meeting are authorized to impose such legal restrictions on the transfer of the stock of this Corporation as they may deem proper, either by the adoption of a resolution or the passage of a by-law to that end.

The undersigned incorporators have executed these Articles of Incorporation this 7<sup>th</sup> day of MARCH, 1996.

  
Signature

  
Signature

  
Signature

  
Signature

**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: Galaxy Systems, Inc.

2. The name and address of the registered agent and office is:

Andrew D. McKinney  
(NAME)

15721 SW 252 ST.  
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Homestead, FL 33031  
(CITY/STATE/ZIP)

RECEIVED  
MAR 14 PM 1:25  
STATE OF FLORIDA  
DIVISION OF CORPORATIONS

*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.*

Andrew D McKinney  
(SIGNATURE)

3/7/96  
(DATE)