

P96000087781

Ann Deborah Fishman, Esquire
1456 Breakers West Boulevard
West Palm Beach, Florida 33411
Phone 561.795.1011
Fax 561.795.4367
Email ann@pbol.com

FILED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
96 OCT 22 PM 12:38

BY FEDERAL EXPRESS

October 21, 1996

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399
904.487.6052

Attention: New Filing Section

Re: Articles of Incorporation of Internet IPO Advisors, Inc.

700001989517--9
-10/29/96--01153--006
****122.50 ****122.50

Dear Department of State:

Enclosed herewith for filing are two fully executed Articles of Incorporation of Internet IPO Advisors, Inc.. Kindly return a certified copy of the filed Articles to me at the letterhead address.

Payment is included herewith by means of a check in the amount of \$122.50 for the \$35.00 filing fee, the \$35.00 Registered Agent Designation fee and the \$52.50 certified copy charge.

Thank you for your attention and assistance in this matter. Please do not hesitate to contact me if you have any questions.

Very truly yours,

Ann Fishman

Ann Deborah Fishman, Esquire

Encls.

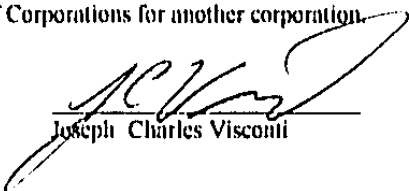
RECEIVED
96 OCT 22 AM 10:35
DIVISION OF CORPORATIONS

55/24

AFFIDAVIT
OF INCORPORATOR OF
INTERNET IPO, INC.

95 OCT 22 PM 12:38

I, Joseph Visconti of Palm Beach County, Florida, on oath depose and say that I am one of the two incorporators of Internet IPO, Inc. a Florida corporation for which the Articles of Dissolution are submitted for filing herewith. I further aver that the dissolution of Internet IPO, Inc. shall not be revoked and the name of the corporation - Internet IPO, Inc. - or a derivative thereof may immediately be made available by the Florida Department of State/ Division of Corporations for another corporation.


Joseph Charles Visconti

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me personally appeared Joseph Charles Visconti as Incorporator of Internet IPO, Inc., a Florida corporation, to me well known and known to me to be the person described in and who executed the foregoing Affidavit and acknowledged to and before me that he executed said Affidavit for the purposes therein expressed.

Sworn to and subscribed before me on this 27 day of October, 1996 in the aforesaid County and State.




Notary Public, State of Florida
My Commission Expires:
SEAL

☒ Personally Known

☐ Identification Produced - Type of Identification

SECRET
DIVISION OF INVESTIGATION
96 OCT 22 PM 12:33

ARTICLES OF INCORPORATION
of
Internet IPO Advisors, Inc.

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

Article One. Name.

The name of the Corporation shall be Internet IPO Advisors, Inc..

Article Two. Address.

The address of the principal office and the mailing address of the Corporation is as follows:

1900 Corporate Boulevard
Suite 305 West
Boca Raton, Florida 33431

Article Three. Initial Registered Office and Agent.

The name of the initial registered agent is and the address of the initial registered office is as follows:

Milton H. Barbarosh
1900 Corporate Boulevard
Suite 305 West
Boca Raton, Florida 33431

Article Four. Purpose.

The Corporation is organized for the purpose of transacting any and all lawful business for which organizations may be incorporated under the laws of the State of Florida and to do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article Five. Duration.

The Corporation shall exist perpetually until dissolved according to law.

Article Six. Authorized Shares.

The Corporation is authorized to issue one class of stock which shall be called Common Stock. The aggregate number shares of Common Stock which the Corporation is authorized to issue is five million (5,000,000). Each of the shares of Common Stock shall be voting shares and the holders thereof shall be entitled to vote on all matters submitted to the Shareholders pursuant to law, these Articles and the Bylaws of the Corporation. The shares shall be have a par value of one-tenth of one cent (\$.001) per share. Common Stock shall be entitled to receive the net assets of the Corporation upon dissolution.

Article Seven. Preemptive Rights.

Each Shareholder of the Corporation shall have preemptive rights pursuant to Section 607.0630, Florida Statutes, as amended from time to time. Each Shareholder shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

- A Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration, or
- B Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the securities preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of securities and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

Article Eight. Voting of Shares.

The affirmative vote of eighty five percent (85%) of all of the outstanding shares of Common Stock entitled to vote shall be necessary to approve any matter by the Shareholders. Every voting share of Common Stock of this Corporation is entitled to one vote on each matter submitted to a vote.

Article Nine. Cumulative Voting of Directors.

At each election of Directors, every Shareholder or a voting group of Shareholders designated in the Bylaws who is entitled to vote at the election meeting shall have the right to cumulate its votes by giving one candidate as many votes as there are Directors to be elected at that meeting multiplied by the number of shares held by the Shareholder or by distributing such votes on the same principle among any number of candidates, in accordance with Section 607.0728, Florida Statutes, as amended from time to time.

Article Ten. Quorum Requirements for a Shareholders Meeting.

A quorum of Shareholders shall consist of ninety percent (90%) of all of the outstanding shares of Common Stock entitled to vote at a meeting of the Shareholders.

Article Eleven. Share Transfer Restrictions.

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation and then to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party. These restrictions are intended to preserve exemptions under federal and state securities laws, to provide for orderly changes in ownership of shares and to serve other reasonable purposes.

Article Twelve. By Laws.

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors but all alterations, amendments and repeals of the Bylaws must be approved by eighty five percent (85%) of all of the outstanding shares of Common Stock entitled to vote.

Article Thirteen. Amendment of Articles of Incorporation.

All alterations, amendments and repeals of these Articles of Incorporation must be approved by eighty five percent (85%) of all of the outstanding shares of Common Stock entitled to vote.

Article Fourteen. Initial Board of Directors.

The number of Directors constituting the Initial Board of Directors is five. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than five. The name and address of each initial Director of the Corporation is as follows:

Milton H. Barbarosh	1900 Corporate Boulevard Suite 305 West Boca Raton, Florida 33431
Joseph Charles Visconti	525 South Flagler Drive Suite 400 West Palm Beach, Florida 33401
Jay Visconti	525 South Flagler Drive Suite 400 West Palm Beach, Florida 33401
Eric S. Fishman, M.D.	205 Worth Avenue Suite 201 Palm Beach, Florida 33480
Ann Deborah Fishman, Esquire	205 Worth Avenue Suite 201 Palm Beach, Florida 33480

Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director, or a company in which he or she has a controlling interest, is a Shareholder of the Corporation. By acquiring shares in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that Director, or a company in which he or she has a controlling interest, is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder or who has a controlling interest in a company which is a Shareholder of the Corporation at the time of the amendment.

Article Fifteen. Action By the Board of Directors.

The affirmative votes of eighty percent (80%) of the members of the Board of Directors shall be necessary for action by the Board of Directors.

Article Sixteen. Indemnification.

To the extent the law permits, the Corporation shall indemnify any person who is made or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Director, Officer, Shareholder, employee or agent of the Corporation or serves or served any other function at the request of the Corporation against expenses, attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding provided he or she acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful.

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, Shareholder, employee or agent of the Corporation against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this article.

Article Seventeen Incorporator.

The name and address of the Incorporator is as follows:

Incorporator	Address
Ann Deborah Fishman, Esquire	205 Worth Avenue Suite 201 Palm Beach, Florida 33480

The undersigned has executed these Articles of Incorporation of Internet IPO Advisors, Inc. this day of October, 1996.

Ann Deborah Fishman
Ann Deborah Fishman, Esquire

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me personally appeared Ann Deborah Fishman, Esquire to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 15 day of October, 1996.



Jennifer M. Trigo
Notary Public, State of Florida
My Commission Expires:
SEAL

☒ Personally Known ☐ Identification Produced - Type of Identification:

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**
of
Internet IPO Advisors, Inc.

I, the undersigned person, having been named as Registered Agent and to accept service of process for the above-stated corporation at the place designated in the Articles of Incorporation of Internet IPO Advisors, Inc., 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.


Milton H. Barbarosh

Dated: October /8 , 1996

FILED
SECRETARY OF STATE
06 OCT 22 PM 12:38