

P97000028816

MEMO

000002130260--31  
-04/01/97--01074-002  
\*\*\*\*\*8.75 \*\*\*\*\*8.75

DATE: March 10, 1997

TO: Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Fl. 32314

700002114557--1  
-03/17/97--01026--015  
\*\*\*\*\*70.00 \*\*\*\*\*70.00


FROM: Howard Millhauser  
1570 Madruga Ave., Suite 216  
Miami, Fl. 33146

Ref: "New Filing" for ~~RISING~~ STAR, Inc.

Enclosed please find the original and four copies of the Articles of Incorporation of "RISING STAR, Inc.", along with \$70.00 to cover the filing cost. Please date stamp and return one copy for our records. In the future, we will undoubtedly need a certified copy, however our election is to wait until that time, to request it.

Thank you for your assistance in advance.

Sincerely,

  
Howard Millhauser

615-611-502  
W97-6512

FILED  
DIVISION OF STATE  
CORPORATIONS  
97 MAR 31 PM 1:04

gf 3/31/97

## TRANSMITTAL LETTER

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 MAR 31 PM 1:05

DATE: March 24, 1997

TO: Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Fl. 32314

FROM: Howard Millhauser  
1570 Madruga Ave., Suite 216  
Miami, Fl. 33146

Ref: "New Filing" for GEOMAGNETICS, Inc. (Reference return letter No. 997A00014140  
enclosed herewith.)

This is a re-submittal as per your request: New name (previously cleared) being GEOMAGNETICS, Inc.

Copy of your Letter Number 997A00014140 is attached for reference. Certificate of designation of Registered Agent/Registered Office is incorporated into the Articles of Incorporation under Article Eleven, and as a separate certificate (I do not know if you require it separately, so I've covered both). Enclosed please find the original and two copies of the Articles of Incorporation of "GEOMAGNETICS, Inc.", along with \$78.75 to cover the filing fee and certificate. Please date stamp and return one copy of the articles of incorporation for our records.

In the future, we may need a certified copy, however our election is to wait until that time, to request same.

Thank you for your assistance in advance.

Sincerely,



Howard Millhauser

Daytime telephone number 305-666-0131



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

March 20, 1997

HOWARD MILLHAUSER  
1570 MADRUGA AVENUE  
SUITE 216  
MIAMI, FL 33146

SUBJECT: RISING STAR, INC.  
Ref. Number: W97000006512

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 MAR 31 PM 1:05

NOTE: STATE HAS TAKEN  
\$70.00 SO ADD MORTGAGE  
CHECK FOR \$8.75  
FOR A C.E.P.T.

We have received your document for RISING STAR, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature. ✓

The registered agent must sign accepting the designation. ✓

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file. ✓

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 997A00014140

# ARTICLES OF INCORPORATION

WE THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

## ARTICLE ONE

### NAME

The name of the corporation shall be:

GEOMAGNETICS, Inc.

## ARTICLE TWO

### PURPOSE

This corporation may engage in any activity or business permitted under the Laws of the United States of America and the Laws of the State of Florida.

## ARTICLE THREE

### TERM OF EXISTENCE

This corporation shall have a perpetual existence, unless sooner dissolved in accordance with the Laws of the State of Florida. The date on which the corporate existence shall begin is: Date of Incorporation.

## ARTICLE FOUR

### MINIMUM CAPITAL

The amount of capital with which the corporation shall begin business shall not be less than five hundred dollars (\$500.00), or such greater amount as may be required by law.

## ARTICLE FIVE

### NUMBER OF DIRECTORS

This corporation shall at all times have at least one (1) director. The stockholders of this corporation may, from time to time, and at any time, increase or diminish the size of the Board of Directors of this Corporation, provided that the corporation shall at all times have the minimum of one (1) Director.

FILED  
CLERK OF STATE  
INCORPORATIONS  
91 MAR 31 PM 1:05

## ARTICLE SIX

### CLASSES OF DIRECTORS

The by-laws of this corporation may provide that the directors be divided into two or more classes, whose term of office shall respectively expire at different times, provided that no such term shall continue longer than three (3) years and provided further that at least one fourth (1/4) in number of the directors shall be elected annually.

## ARTICLE SEVEN

### AMENDMENTS

These Articles of Incorporation may be amended in any manner consistent with the Laws of the State of Florida.

## ARTICLE EIGHT

### CAPITAL STOCK

This corporation is authorized to issue shares of stock as follows:

- a. Designation: The stock of this corporation shall be known as **Common Stock**.
- b. Authorized: The maximum number of Shares of Common Stock that this corporation may issue is: **One Hundred Thousand (100,000) Shares**.
- c. Par Value: Each Share of Common Stock shall have the par value of: **One Cent (\$0.01)**.
- d. Consideration: Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgement of the Board of Directors as to the value of any such consideration shall be conclusive.
- e. Non-assessability: Each Share of Common Stock shall be issued in exchange for consideration, which is at least equal to the par value thereof, and shall be **fully paid and non-assessable**.
- f. Voting Rights: Each Share of Common Stock shall entitle the record holder thereof to **one (1) vote** upon each proposal presented at meetings of the stockholders of the Corporation.
- g. Cumulative Voting: No holder of Common Stock shall be entitled to any right of Cumulative Voting.
- h. Dividends: Record holders of Common Stock are entitled to receive their Pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.

- I. Liquidation Rights: Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this corporation, to receive their pro-rata share of any assets of this corporation remaining after payment of all corporate debts and obligations.

## ARTICLE NINE

### SPECIAL VOTING PROVISIONS

The occurrences enumerated in this Article shall not be authorized, nor shall they have any force or effect, unless assented to in writing by the holders of the required percentage of this corporation's stock entitled to vote at the time of the proposal of any such occurrence. For each such occurrence the required percentage shall be as follows:

1. Amendments of these Articles of Incorporation;  
  
Required Percentage - Fifty One Percent (51%).
2. Sale, Lease or Exchange of all of this corporation's property and assets, or of any property or assets of this corporation essential to the business of this corporation;  
  
Required Percentage - Fifty One Percent (51%).
3. Merger or Consolidation of this corporation into or with any other corporation;  
  
Required Percentage - Fifty One Percent (51%).
4. Voluntary Dissolution of this corporation;  
  
Required Percentage - Fifty Percent (50%).

### PREEMPTIVE RIGHTS

No holder of stock of any class of this corporation shall be entitled as of right to purchase or subscribe for any part of the unissued stock of the corporation of any class, or of any additional stock of any class to be issued by reason of any increase of the authorized capital stock of the corporation, or of bonds, certificates of indebtedness, debentures, or other securities convertible into, or carrying the right to purchase, stock of the corporation; but any such unissued stock of any class, or such additional authorized issue of new stock or of securities convertible into, or carrying the right to purchase stock, may be issued, and disposed of by the Board of Directors to such persons, firms, corporations, or associations, and upon such terms as the Board of Directors may in their absolute discretion determine, without offering to the stockholders then of record, of any class, any thereof, on the same terms or on any terms, all pre-emptive or preferential right of purchase of every kind being waived by each and every stockholder.

## ARTICLE TEN

## INCORPORATORS AND DIRECTORS

**The name and address of the incorporators/stockholders and directors are as follows:**

NAME-ADDRESS	OFFICE	SHARES	PAR VALUE
Howard Millhauser	President	12,500	\$ 0.01
1570 Madruga Ave., Suite 216	Director		
Coral Gables, Florida 33146			

Lisa Millhauser	Secretary	12,500	\$ 0.01
1570 Madruga Ave., Suite 216	Director		
Coral Gables, Florida 33146			

## ARTICLE ELEVEN

### REGISTERED AGENT/REGISTERED OFFICE

**The registered agent and the registered office of this Corporation shall be:**

**Howard Millhauser**      Address:   **1570 Madruga Avenue, Suite 216  
Coral Gables, Florida 33146**

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the following statement in designating the Registered Office/Registered Agent, in the State of Florida, is submitted in compliance therewith:

The Name of the corporation is: **GEOMAGNETICS, INC.**

The name and address of the registered agent and office is: Howard Millhauser  
1570 Madruga Avenue, Suite 216  
Coral Gables, Florida 33146

*Having been named as registered agent and to accept service of process for the above 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.*

Howard Millhauser

(Date)

The initial address, subscribers and directors of this corporation shall be:

SUBSCRIBER/DIRECTOR - Howard Millhauser.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

SUBSCRIBER/DIRECTOR - Lisa Millhauser.

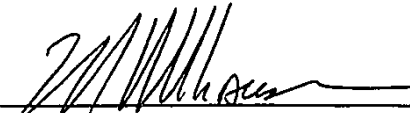
97 MAR 31 PM 1:05

STREET ADDRESS:/ PRINCIPAL OFFICE: 1570 Madruga Avenue., Suite 216  
Coral Gables, Florida 33146


IN WITNESS WHEREOF, the undersigned subscribers do hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation for profit under the Laws of the State of Florida.

Date: March 24, 1997

SUBSCRIBER/DIRECTOR:

  
Howard Millhauser

SUBSCRIBER/DIRECTOR:

  
Lisa Millhauser