

PA700045157

Charter Number Only

Karen Litchman  
Requestor's Name  
15416 SW 99th  
Address  
Miami, FL 33196  
City State ZIP Phone  
#332-4159

ATION ONLY

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-05/21/97--01053--020  
\*\*\*\*122.50 \*\*\*\*122.50

CORPORATION(S) NAME

Papalos Corp.

- ☒ Profit
- ☐ NonProfit
- ☐ Amendment
- ☐ Merger
- ☐ Foreign
- ☐ Dissolution
- ☐ Mark
- ☐ Limited Partnership
- ☐ Annual Report
- ☐ Other
- ☐ Reinstatement
- ☐ Reservation
- ☐ Change of Registered Agent
- ☒ Certified Copy
- ☐ Photo Copies
- ☐ Certificate Under Seal
- ☐ Call When Ready
- ☐ Call If Problem
- ☐ After 4:30
- ☒ Walk In
- ☐ Will Wait
- ☒ Pick Up
- ☐ Mail Out

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CERTIFIED COPY

Empire Toll Free: 1-800-432-3028

FILED  
97 MAY 21 PM 1:13  
SECRET  
TALLAHASSEE

ARTICLES OF INCORPORATION  
OF

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

POPALOS CORP.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

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

8424 4th ST. NORTH

ARTICLE IV

SUITE H-1

ST. PETERSBURG, FL 33702

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute S607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any and all lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary of convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statue S607.014;

#### ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 100 shares, having an individual par value of \$1.00

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

#### ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be:

PETER HANAST  
8424 4th ST. NORTH  
SUITE H-I  
ST. PETERSBURG, FL

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33702

ARTICLE VII

The initial board of Directors shall consist of a total of / person(s) and the name and address of the person(s) who are to serve as an initial director(s) is:

PETER HANAST  
8424 4<sup>th</sup> ST. NORTH  
SUITE H-I  
ST. PETERSBURG, FL 33702

ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is:

PETER HANAST  
8424 4<sup>th</sup> ST. NORTH  
SUITE H-I  
ST. PETERSBURG, FL 33702

The undersigned has executed these Articles of Incorporation this 21 day of MARCH, 1997.

x Peter Hanast  
Incorporator

CERTIFICATE OF DESIGNATION  
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.

First that POPALOS CORP.  
(Name of Corporation)  
desiring to organize under the laws of the State of FLORIDA  
(Florida)  
with its principal office, as indicated in the articles of  
incorporation has named PETER HANAST  
(Name of Registered Agent)  
located at 8424 4th ST. NORTH, SUITE A-1  
City of ST. PETERSBURG County of PINELLAS  
(City) (County)

State of Florida, as its agent to accept service of process within this state.

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.

SIGNATURE

Peter Hanast  
Registered Agent

97 MAY 21 PM 12:53

P97000045152

Christopher J. DeLorenzo  
Attorney At Law  
351 Club Circle #201  
Boca Raton, Florida 33487  
(Tel) 561-998-3139  
(Fax) 561-912-9021

May 14, 1997

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

800002183468--6  
-05/19/97--01139--004  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Prospects Unlimited, Inc.

Enclosed for filing is an original and one (1) copy of the Articles of Incorporation and a check for seventy dollars (\$70.00). Please direct any correspondence regarding this matter to the above attorney and address.

Very truly yours,

*Christopher J. DeLorenzo*  
Christopher J. DeLorenzo, Esq.

encl.: 1. Articles of Incorporation  
2. Certificate of Designation of Registered Agent  
3. \$70.00 filing fee

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAY 14 1997

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**ARTICLES OF INCORPORATION  
OF  
PROSPECTS UNLIMITED, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 NOV 10 PM 1:03

The undersigned, for the purposes of forming a Corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I NAME**

The name of the corporation is Prospects Unlimited, Inc.

**ARTICLE II NATURE OF BUSINESS**

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

**ARTICLE III PRINCIPAL OFFICE**

The initial street address of the principal office of this Corporation is 2655 N. Ocean Drive, 3rd Floor, Riviera Beach, Florida 33404.

**ARTICLE IV CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, par value \$1.00 per share.

**ARTICLE V TERM**

This Corporation shall have perpetual existence unless dissolved pursuant to law.

**ARTICLE VI INITIAL REGISTERED AND STREET ADDRESS**

The name and address of the initial registered agent shall be:

Christopher J. DeLorenzo  
Attorney at Law  
351 Club Circle, #201  
Boca Raton, Florida 33487



## ARTICLE VII OTHER PROVISIONS

1. Ownership of stock shall not be not be required to make any person eligible to hold office either as an officer or as a director of this Corporation.
2. The stockholders may, pursuant to the Bylaw provision or by stockholders agreement, recorded in the minute book, impose such restrictions on the sale, transfer or encumbrances of the stock of this Corporation as they see fit.
3. The Board of Directors of this Corporation shall adopt Bylaws for the government of this Corporation which shall be subordinate only to the Certificate of Incorporation and the laws of the United States and the State of Florida. The Bylaws may be amended from time to time by either the stockholders or the Board of Directors, but the Board of Directors may not alter or amend any Bylaw adopted by the stockholders.
4. Any subscriber or stockholder present at any meeting, either in person or by proxy, and any Director present in person at any meeting of the Board of Directors shall conclusively be deemed to have proper notice of the meeting unless he shall make objection at that meeting to any defect or insufficiency of notice.
5. If the Bylaws so provide, any action of the stockholders or Board of Directors which is required or permitted to be taken at a meeting may be taken without a meeting, in the manner provided in the Bylaws, to the extent now or hereafter to be permitted under the statutes and laws of the State of Florida.
6. If the Bylaws so provide, any stockholder of this Corporation, to the extent now or hereafter permitted pursuant to the Bylaws of this Corporation and the statutes of the State of Florida, may enter into any written agreement relating to any phase of the affairs of this Corporation. No such agreement shall impose director's or officer's liabilities upon the stockholders who are parties thereto except to the extent required by the statutes and laws of the State of Florida.
7. The Board of Directors of this Corporation is authorized to make provisions for reasonable compensation to its members fir their services as Directors and to fix the basis and conditions upon which such compensation shall be paid. Any Director of this Corporation may also serve the Corporation in any other capacity and receive compensation therefor in any form.
8. The Corporation shall indemnify any director, officer or employee, or former director, officer or employee of the Corporation, or any person who may have served at its request as a director, officer or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or

proceeding in which he is made a party by reason of being or having been such director, officer or employee, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. The Corporation may also reimburse to any director, officer or employee the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the directors not involved in the matter of controversy (whether or not a quorum) that it was to the interests of the Corporation that such settlement be made and that such director, officer or employee was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director, officer or employee may be entitled under any Bylaw, agreement, vote of shareholders or otherwise.

#### **ARTICLE VIII GRANT OF PREEMPTIVE RIGHTS**

Each shareholder of the Corporation shall be entitled to full preemptive rights to acquire his or her proportional part of any unissued or treasury shares of the Corporation, or securities of the Corporation convertible into, or carrying the right to subscribe to, or acquire such shares, which may be issued at any time by the Corporation.

#### **ARTICLE IX AMENDMENT**

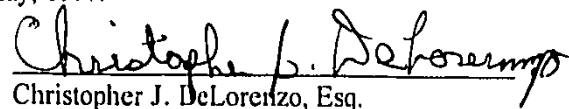
This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the stockholders is subject to this reservation.

#### **ARTICLE X INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is:

Christopher J. DeLorenzo  
Attorney at Law  
351 Club Circle, #201  
Boca Raton, Florida 33487

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14th day of May, 1997.

  
Christopher J. DeLorenzo, Esq.

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/ REGISTERED OFFICE

May 14, 1997

PURSUANT T 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:  
Prospects Unlimited, Inc.
2. The name and address of the registered agent and office is:

Christopher J. DeLorenzo, Esq.  
351 Club Circle, #201  
Boca Raton, Florida 33487

FILED STATE  
MAY 14 1997  
Boca Raton, Florida

*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.*

  
Christopher J. DeLorenzo, Esq.