

July 14, 1997

P97000061826

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

Re: PHOENIX OPEN SOURCE, INC.

000002239110--6  
-07/16/97-01031--007  
\*\*\*\*122.50\*\*\*\*122.50

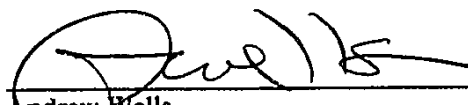
Ladies/Gentlemen:

Enclosed please find Articles of Incorporation, together with one copy of same, and my check in the amount of \$122.50. Please file the Articles, issue and return to me a certified copy of same and my Charter.

Should you have any questions or wish further information, please do not hesitate to contact me.

Thank you for your cooperation and assistance herein.

Yours very truly,



Andrew Wells  
485 S. Tropical Trail  
Suite 115  
Merritt Island, Florida 32952  
(407) 453-6565

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ru 7/16/97

**ARTICLES OF INCORPORATION  
OF  
PHOENIX OPEN SOURCE, INC.**

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**ARTICLE I - NAME**

The name of the corporation is PHOENIX OPEN SOURCE, INC.

**ARTICLE II - DURATION**

This corporation shall exist perpetually, commencing at the time of filing these articles with the Secretary of State of the State of Florida.

**ARTICLE III - PURPOSES**

This corporation is organized for the purposes of transacting any or all lawful business.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue one hundred (100) shares at \$ 1.00 par value, common stock, which shall be designated "Common Shares". Fifty (50) shares shall be issued initially and fifty (50) shares shall be held outstanding.

**ARTICLE V - VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

**ARTICLE VI - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 485 S. Tropical Trail, Suite 115, Merritt Island, Florida 32952, and the name of the initial registered agent of this corporation at that address is: Andrew Wells.

#### **ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one. The names and address of the initial directors of this corporation are: Ingrid Cheely of 16 Martyn Lane #4, Accord, New York 12404 and Edward Cheely of 16 Martyn Lane #4, Accord, New York 12404.

#### **ARTICLE IX - INITIAL PRINCIPAL OFFICE**

The street address of the initial principal office is 485 S. Tropical Trail, Suite 115, Merritt Island, Florida 32952, and is the same address as the initial registered agent of the corporation as contained in Article VII of these Articles of Incorporation.

#### **ARTICLE X - INCORPORATOR**

The name and address of the person signing these Articles is: Ingrid Cheely of 16 Martyn Lane #4, Accord, New York 12404.

#### **ARTICLE XI - BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

## **ARTICLE XII - CALLING OF SPECIAL MEETINGS**

Special meetings of shareholders may be called by the Board of Directors of this Corporation.

## **ARTICLE XIII - SHAREHOLDER QUORUM AND VOTING**

Fifty-One percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

## **ARTICLE XIV - INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

## **ARTICLE XV - AMENDMENT**

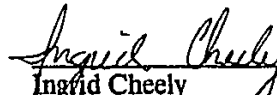
The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

## **ARTICLE XVI - RESTRICTIONS ON TRANSFER OF STOCK**

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set forth opposite her name: Ingrid Cheely - fifty (50) shares.

Shares held by the initial stockholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation.

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

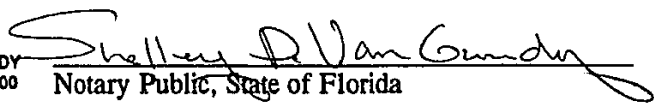
  
Ingrid Cheely  
16 Martyn Lane #4  
Accord, NY 12404

STATE OF FLORIDA  
COUNTY OF BREVARD

The foregoing Articles of Incorporation was acknowledged before me this 14<sup>th</sup> day of  
July, 1997, by Ingrid Cheely, who is personally known to me or who has  
produced N.Y. Dmv. Lic as identification.




SHELLEY D. VAN GUNDY  
My Comm Exp. 9/16/2000  
Bonded By Service Ins  
No. CC585299  
☐ Personally Known ☒ Document D.

  
Notary Public, State of 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 the capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.

Dated: July 14, 1997

  
Andrew Wells  
485 S. Tropical Trl., Ste. 115  
Merritt Island, FL 32952

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA