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TRANSMITTAL LETTER

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

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 *****78.75 *****78.75

SUBJECT: PRIORITY MANAGEMENT-JACKSONVILLE, INC.
 (Proposed corporate name - must include suffix)

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

Please return the photocopy to me with the filing date stamped on it.

FROM:

F. ALLEN SHIRLEY

Name (printed or typed)

12901 HUNT CLUB RD. N

Address

JACKSONVILLE, FL 32224

City, State & Zip

904 992 7215

Daytime Telephone Number

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Articles of Incorporation

1. The name of the corporation shall be:

PRIORITY MANAGEMENT - JACKSONVILLE, INC.

2. The principal place of business and mailing address of the corporation is:

12901 HUNT CLUB RD. N.
JACKSONVILLE, FL 32224

3. The corporation shall have the authority to issue 1,000,000 shares of stock.

4. The registered agent of the corporation is ERIN C.G. SHIRLEY and the registered street address is 12901 HUNT CLUB RD N JACKSONVILLE,
Florida 32224.

5. The initial Board of Directors shall have 2 member(s) whose name(s) and address(es) is/are as follows: F. ALLEN SHIRLEY - 12901 HUNT CLUB RD N
JACKSONVILLE, FL 32224 AND ERIN C.G. SHIRLEY - 12901
HUNT CLUB RD N JACKSONVILLE, FL 32224

The number of directors may be raised or lowered by amendment of the bylaws of the corporation but shall in no case be less than one.

6. The incorporator of this corporation is F. ALLEN SHIRLEY whose street address is 12901 HUNT CLUB RD N. JACKSONVILLE, FL 32224

Dated 11 AUG 97

F. Allen Shirley
Incorporator

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 am familiar with and accept the obligations of my position as registered agent.

Dated 11 Aug 1997

Erin C.G. Shirley
Registered Agent

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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: ELECTRO ARTZS, INC.

AUDIT NUMBER.....H97000013440

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 7

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

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Articles Of Incorporation

of

Electro Arts, Inc.

THE UNDERSIGNED SUBSCRIBER to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation is: **Electro Arts, Inc.**

ARTICLE II- NATURE OF BUSINESS

This Corporation is organized for the purpose of transacting any or all business permitted under the Laws of the United States of America and the Laws of the State of Florida.

A. To conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchise, patents, copyrights, trademarks and licenses, in the State of Florida and in all other States and countries.

**THIS INSTRUMENT PREPARED BY:
GIGI J. TANGHE
13701 N.E. 1 AVENUE
MIAMI, FLORIDA 33161
FLORIDA BAR NUMBER: 0062087
PHONE: (305) 438-1777**

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B. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

C. To purchase the corporate assets of any other corporation and engage in the same or other character or business.

D. To guarantee, endorse, purchase, hold, sell, transfer mortgage, pledge or otherwise acquire or dispose of the capital stock of, or any bonds, securities or any other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

E. To manufacture, purchase, or otherwise acquire, own, mortgage, pledge sell, assign, and transfer or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares and merchandise and real and personal property of every class and description.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this company is authorized to have outstanding at any time is One Thousand (1,000) Shares of \$.10 par value, the consideration to be paid for each share shall be \$.10.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this Corporation will begin business is not

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less than ONE HUNDRED DOLLARS AND NO CENTS (\$100.00).

ARTICLE V

This Corporation is to exist perpetually.

ARTICLE VI

The initial post office address of the registered agent of this Corporation is: 6911 Main Street, #215, Miami Lakes, Florida 33014 and the name of the initial registered agent of this Corporation is Theresa Abel. The address of the corporation is 6911 Main Street, #215, Miami Lakes, Florida 33014.

ARTICLE VII

This Corporation shall have at least one (1) director. The number of directors may be increased or diminished from time to time, by laws adopted by the stockholders.

ARTICLE VIII

The names and post office addresses of the members of the first Board of Directors is:

NAME AND ADDRESS

Theresa Abel 6911 Main Street, #215, Miami Lakes, Florida 33014.

ARTICLE IX-Indemnification of Officers and Directors

Every Director and Officer of the Corporation shall be indemnified by the

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Corporation against all expenses and liability, including attorneys' fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer, whether or not he is a director or officer at the time such expenses are incurred, except in such cases where the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, provided however, that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to but not exclusive of all other rights to which such officer or director may be entitled.

ARTICLE X - INCORPORATOR

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

NAME AND ADDRESS

Theresa Abel 6911 Main Street, #215, Miami Lakes, Florida 33014.

ARTICLE XI - AMENDMENT

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders entitled to vote thereon, unless all the directors and all the stockholders

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sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

IN WITNESS WHEREOF, the subscribing incorporator has hereto set his hands and seals, and caused these Articles of Incorporation to be executed this 3rd day of August, 1997.

Theresa Abel
Theresa Abel

STATE OF FLORIDA)
 SS)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, this 3rd day of August, 1997, personally appeared Theresa Abel, known to me to be the person who executed the foregoing Articles of Incorporation of Electro Arts, Inc. and acknowledged before me that she executed the same for the purposes herein expressed, and who is personally known to me or who has produced _____ as identification, and did not take an oath.

WITNESS my hand and official seal at Dade County, Florida this 3rd day of August 1997.

Jack Tenge
NOTARY PUBLIC

My Commission Expires:



Jack Tenge
My Commission CC000083
Expires November 11, 2000

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED: FIRST - THAT ELECTRO ARTZS, INC. , DESIRING TO
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH IT'S
PRINCIPAL PLACE OF BUSINESS AT 6911 MAIN STREET, # 215, MIAMI LAKES,
FLORIDA 33014, COUNTY OF DADE, STATE OF FLORIDA, HAS NAMED THERESA
ABEL, 6911 MAIN STREET, # 215, MIAMI LAKES, FLORIDA 33014, AS IT'S AGENT
TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE:

Theresa Abel
THERESA ABEL

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO
THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

THERESA ABEL

SIGNATURE:

Theresa Abel

DATE:

8-3-97