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TRANSMITTAL LETTER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT -2 PM 12:54

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

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-10/02/97--01029--002
****131.25 ****131.25

SUBJECT: The Critics, Com, 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

ADDITIONAL COPY REQUIRED

FROM: Santiago Alfonso
Name (Printed or typed)

2659 W. Okeechobee Rd. Lot B-29
Address

Hialeah, FL 33010
City, State & Zip

(305) 785-7225
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

D. BROWN OCT - 3 1997

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**ARTICLES OF INCORPORATION
OF**

THE CRITICS. Com, INC

ARTICLE I - NAME

The name of this corporation is: THE CRITICS.COM, INC.

ARTICLE II - PRINCIPAL OFFICE

The mailing address of corporation is:

2659 West Okeechobee Road, Suite B-29
Hialeah, Florida 33010

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1000) shares of common stock, all of which are to have a par value of One Dollar (\$1.00)

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

2659 West Okeechobee Road, Suite B-29
Hialeah, Florida 33010

And the name and address of the initial registered agent of this corporation is:

Santiago Afonso 2659 West Okeechobee Road, Suite B-29
Hialeah, Florida 33010

ARTICLE V - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is:

Santiago Afonso 2659 West Okeechobee Road, Suite B-29
Hialeah, Florida 33010

ARTICLE VI - PURPOSE

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

9. Names and addresses of officers and/or directors.

A. Directors:

Chairman: Santiago Alfonso
Address: 2659 West Okeechobee Road, Lot B-29
Hialeah, Florida 33010

Vice Chairman: Wileide Alfonso
Address: 2659 West Okeechobee Road, Lot B-29
Hialeah, Florida 33010

Director:
Address:

Director:
Address:

B. Officers:

President Santiago Alfonso
Address: 2659 West Okeechobee Road, Lot B-29
Hialeah, Florida 33010

Vice President: Wileide Alfonso
Address: 2659 West Okeechobee Road, Lot B-29
Hialeah, Florida 33010

Secretary: Wileide Alfonso
Address: 2659 West Okeechobee Road, Lot B-29
Hialeah, Florida 33010

Treasurer: Santiago Alfonso
Address: 2659 West Okeechobee Road, Lot B-29
Hialeah, Florida 33010

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

12. 

(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Santiago Alfonso, President

(Name and capacity of person signing application)

ARTICLE VII - COMMENCEMENT

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of two (2) persons. The number of directors may be either increased or decreased from time to time as provided for in the By-laws of the corporation, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Santiago Alfonso

2659 West Okeechobee Road, Suite B-29
Hialeah, Florida 33010

Wileide Alfonso

2659 West Okeechobee Road, Suite B-29
Hialeah, Florida 33010

ARTICLE IX - BY-LAWS

The power to alter, amend or repeal the by-laws of this corporation shall be vested in each of the Board of Directors and the shareholders of this corporation. The shareholders of this corporation may amend or adopt a by-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

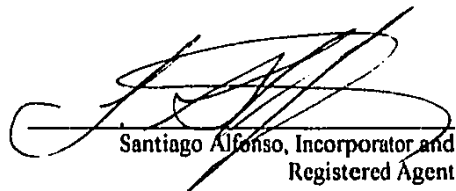
ARTICLE X - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, of this corporation to the fullest extent permitted by law.

ARTICLE XI - AMENDMENT

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

The undersigned incorporator has executed these Articles of Incorporation this 29th day of September 1997


Santiago Alfonso, Incorporator and
Registered Agent

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, 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: The Critics.Com, Inc.
2. The name and address of the registered agent and office is:

Santiago Alfonso
(Name)

2659 West Okeechobee Road, Suite B-29
(P.O. BOX **NOT** ACCEPTABLE)

Hialeah, Florida 33010
(City/State/Zip)

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 

DATE 9/29/97