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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. FFA Systems, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

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**ARTICLES OF INCORPORATION
OF
FFA SYSTEMS, INC.
(a Florida corporation)**

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ARTICLE I - NAME

The name of the Corporation is **FFA SYSTEMS, INC.** (hereinafter called the "Corporation").

ARTICLE II - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 100,000 shares of Class A Voting Common Stock, \$.01 par value per share (the "Class A Stock"), and 100,000 shares of Class B Non-Voting Common Stock, \$.01 par value per share (the "Class B Stock").

The holders of Class A Stock and Class B Stock shall have identical rights with respect to (i) distributions from the Corporation; (ii) the liquidation of the Corporation; and (iii) all other matters affecting the Corporation, except that the holders of Class B Stock shall not be entitled to vote on matters affecting the Corporation (except as otherwise provided in Sections 607.1004(4) and 607.1103(6) of the Florida business Corporation Act).

ARTICLE III - MAILING ADDRESS

The current mailing address of the principal place of business of the Corporation is 3389 Sheridan Street, #188, Hollywood, Florida 33021.

ARTICLE IV - BOARD OF DIRECTORS

The Corporation's Board of Directors (the "Board") shall consist of not fewer than two (2) nor more than seven (7) directors, and shall initially consist of four (4) directors. The number of directors within these limits may be increased or decreased from time to time as provided in the By-laws of the Corporation.

ARTICLE V - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is Keith Wasserstrom, 515 East Las Olas Boulevard, Suite 1500, Fort Lauderdale, Florida 33301. The name of the initial registered agent of the Corporation at that address is Keith Wasserstrom.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator of the Corporation is Keith Wasserstrom, 515 East Las Olas Boulevard, Suite 1500, Fort Lauderdale, Florida 33301.

ARTICLE VII - LIMITATION ON DIRECTOR LIABILITY

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the Florida Business Corporation Act (the "FBCA"), or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article VII shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the By-laws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board may from time to time deem appropriate or advisable.

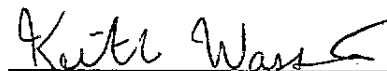
ARTICLE IX - BY-LAWS

The Board shall have the power to adopt, amend or repeal the By-laws of the Corporation or any part thereof.

ARTICLE X - AMENDMENT

These Articles of Incorporation may be altered, amended or repealed by the shareholders of the Corporation in accordance with the applicable provisions of Florida law.

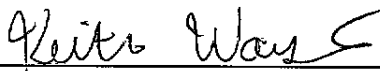
IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation of FFA SYSTEMS, INC. this 26th day of November, 1997.



KEITH WASSERSTROM
Incorporator

**CONSENT OF REGISTERED AGENT
OF
FFA SYSTEMS, INC.**

The undersigned, Keith Wasserstrom, whose business address is 515 East Las Olas Boulevard, Suite 1500, Fort Lauderdale, Florida 33301, hereby accepts appointment as the initial registered agent of FFA SYSTEMS, INC., a Florida corporation, and accepts the obligations provided for in Section 607.0505, Florida Statutes.



KEITH WASSERSTROM
Registered Agent

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