

TRANSMITTAL LETTER

P98000049518

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

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-05/18/98--01074--014
***131.25 ***131.25

SUBJECT: THE BARRETT CORPORATION
(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: Shannon K. Baruch, Esq., Shannon K. Baruch, P.A.
Name (Printed or typed)

1999 West Colonial Drive, Suite 212
Address

Orlando, Florida 32804
City, State & Zip

(407) 481-8202
Daytime Telephone number

FILED
98 JUN 23 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

TS 4/3

SHANNON K. BARUCH, P.A.

ATTORNEY AND COUNSELOR AT LAW
THE ROLLS BUILDING
1999 WEST COLONIAL DRIVE, SUITE 212
ORLANDO, FLORIDA 32804

SHANNON K. BARUCH

TEL: (407) 481-8202
VOICE MAIL . FAX: (407) 481-8203

May 29, 1998

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

Subject: PROTEGE INTERNATIONAL CORPORATION

Attention: Tracy Smith

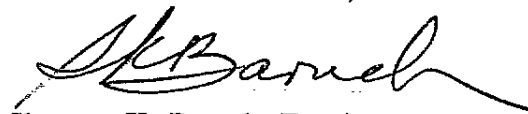
Enclosed, please find an original and one copy of the articles of incorporation of The Protege International Corporation and a Designation and Acceptance of Registered Agent for a Florida Corporation per attached copy of Division of Corporations letter, dated May 29, 1998.

The name and street address of the incorporator is as follows:

SYLVAN BARRETT
2195 N.E. 55th Court
Fort Lauderdale, Florida 33308

If you have any questions, or need additional information, please do not hesitate to contact me at the letterhead address, or telephone (407) 481-8202/faxphone (407) 481-8203.

Very truly yours,
SHANNON K. BARUCH, P.A.



Shannon K. Baruch, Esquire

baruch.doc.05-98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

May 20, 1998

SHANNON K. BARUCH, ESQ.
1999 W. COLONIAL DR., STE.212
ORLANDO, FL 32804

SUBJECT: THE BARRETT CORPORATION
Ref. Number: W98000011581

We have received your document for THE BARRETT CORPORATION and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 698A00028367

RECEIVED
5/26/98

**ARTICLES OF INCORPORATION
OF
PROTEGE INTERNATIONAL CORPORATION**

The undersigned, being of legal age, does hereby form the following Corporation under the Florida Business Corporation Act and file the following Articles of Incorporation pursuant to Section 607.0202, Florida Statutes:

ARTICLE I

NAME AND MAILING ADDRESS

The name and mailing address of the Corporation shall be **PROTEGE INTERNATIONAL CORPORATION, P.O. Box 492204, Fort Lauderdale, Florida 33349-2204**, as approved by the Board of Directors.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by the Corporation and its objects and power shall be as follows:

"To engage in any and all activities or business for which the Corporation may be incorporated under the Florida Business Corporation Act and/or permitted under the Laws of the United States and of the State of Florida."

ARTICLES III

CAPITAL STOCK

1. The maximum number of shares of authorized capital stock of this Corporation shall be Fifty Thousand (50,000) shares of common stock with par value of one dollar (\$1.00).
2. All common shares shall be identical with each other in every respect.

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TALLAHASSEE, FLORIDA

holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

3. The capital stock may be paid for in property, labor, services or cash at a just valuation to be fixed by the Board of Directors. All of the stock shall be fully paid and non-assessable.

ARTICLE IV

PREEMPTIVE RIGHTS

Each shareholder of common stocks to this Corporation shall be entitled to full preemptive rights to purchase, with any form of valuable consideration, any issued or unissued or treasury shares of the Corporation and any securities of the Corporation and any securities of the Corporation convertible into, or carrying a right to subscribe for, or acquire any unissued treasury shares.

ARTICLE V

CLASS OF STOCK

The Corporation will issue any class of common stock. Each holder of common stock shall have the right to vote.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 2195 N.E. 55th Court, Fort Lauderdale, Florida 33308, and the name of the Registered Agent of this Corporation is SHANNON K. BARUCH, ESQUIRE.

ARTICLE VII

TERM OF EXISTENCE

The term of the existence of the Corporation is perpetual.

ARTICLE VIII

ADDRESS

The principal office of the Corporation shall be at **2195 N.E. 55th Court, Fort Lauderdale, Florida 33308**. The Corporation may have such other places of business in the State of Florida as the nature and progress of the business of the Corporation shall, from time to time, render necessary and/or desirable. The Board of directors may, from time to time, move the principal office to any new address or place in the State of Florida. Said Corporation shall have the power to conduct its business outside the State of Florida, or in any or all of the several States and Territories of the United States, including the District of Columbia, and in any or all foreign countries and may have one or more offices in any of said places.

ARTICLE IX

DIRECTORS

The Board of Directors of the Corporation shall consist of at least one person and the first Board of Directors of the Corporation shall be comprised of the following named person:

SYLVAN BARRETT
P.O Box 492204
Fort Lauderdale, Florida 33349-2204

ARTICLE X

SUBSCRIBERS

The name and street address and the number of shares subscribed to by the subscriber

hereto, who is also a member of the first Board of Directors and who is to conduct the business of the Corporation until those elected at the organizational meeting, is:

SYLVAN BARRETT	30,000 shares
2195 N.E. 55th Court	
Fort Lauderdale, Florida 33308	

ARTICLE XI

RESTRICTION ON TRANSFER OF SHARES AND OTHER SECURITIES

In the issuance of the shares of the common stocks of this Corporation, a restriction shall be imposed on the transfer, or registration of transfer, of shares and shall be validated and enforced against the holder, or a transferee of the holder, pursuant to Section 607.0627, Florida Statutes, and its existence shall be noted conspicuously on the front or back of the certificate, or contained in the information statement required by Section 607.0626(2), Florida Statutes. The restriction on the transfer, or registration of transfer, of shares shall be authorized to maintain the corporation's status which is dependent on the identity of its shareholders. The restriction imposed on the transfer, or registration of transfer, of shares shall (a) obligate the shareholder(s) first to offer the corporation (separately, consecutively or simultaneously) an opportunity to acquire the restricted shares; (b) obligate the corporation (separately, consecutively or simultaneously) to acquire the restricted shares; (c) require the corporation, or the principal holders of any class of its shares, to approve the transfer of the restricted shares; and (d) prohibit the transfer of the restricted shares to designated persons or classes of persons.

For purposes of these Articles of Incorporation, "shares" shall include a security convertible into, or carrying a right to subscribe for, or acquire shares.

ARTICLE XII

OFFICERS

The officers of the Corporation need not be a resident of the State or shareholders, unless the Bylaws so require. An individual may hold more than one position if he or she is a shareholder in the Corporation and the officers are as follows:

President	SYLVAN BARRETT
Vice President	SYLVAN BARRETT
Treasurer	SYLVAN BARRETT
Secretary	SYLVAN BARRETT

ARTICLE XIII

BYLAWS

The Board of Directors shall adopt Bylaws at the first organizational meeting. The proposed Bylaws shall be approved by two thirds vote of the total Board of Directors before becoming the law of the Corporation.

ARTICLE XIV

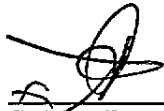
INCORPORATORS

The name and street address of the incorporator(s) of these Articles of Incorporation is:

SYLVAN BARRETT
2195 N.E. 55th Court
Fort Lauderdale, Florida 33308

The Corporation hereby reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

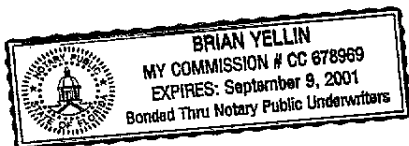
IN WITNESS WHEREOF, the undersigned Incorporator/Subscribing Stockholder has hereunto set his hand and seal and caused these Articles of Incorporation to be executed this 13th day of April, 1998.



_____(SEAL)
Sylvan Barrett
Incorporator/Subscribing Shareholder
P.O. Box 492204
Fort Lauderdale, Florida 33349-2204

STATE OF FLORIDA)
COUNTY OF Broward)

BEFORE ME, the undersigned authority, this day personally appeared SYLVAN BARRETT, to me well known to be the person who executed the foregoing Articles of Incorporation, and acknowledged to and before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my seal of office, this 14th day of April, 1998.




Signature and Seal of Notary Public
Administering the Oath

Brian Yellin
Name of Notary Public, State of Florida

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF F.S. 607.0501, 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:

PROTEGE INTERNATIONAL CORPORATION

2. The name and street address of the registered agent and office is:

SHANNON K. BARUCH, ESQUIRE
SHANNON K. BARUCH, P.A.
1999 West Colonial Drive
Suite 212
Orlando, Florida 32804.

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.


Shannon K. Baruch, Esq.

5/29/98
Date

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