

TRANSMITTAL LETTER

P98000058679

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

FILED
98 JUN 29 PM 2:17
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

SUBJECT: Bayer Consulting, Inc.
(Proposed corporate name - must include suffix)

300002574883-8

-06/29/98--01071--019
*****70.00 *****70.00

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: Robert Bayer
Name (Printed or typed)

18433 NW 12nd St.
Address

Pembroke Pines, FL 33029
City, State & Zip

305-557-9004 x776 Robert GAVE
Daytime Telephone number

AUTHORIZATION BY PHONE TO
CORRECT Articles
DATE 7-1-98
DOC. EXAM. mm

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

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**ARTICLES OF INCORPORATION
of
BAYER CONSULTING, INC.**

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Florida, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I
CORPORATE NAME**

The name of this corporation is BAYER CONSULTING, INC.

**ARTICLE II
SHARES**

The total number of shares which the corporation shall have authority to issue is 10,000 shares of no par value stock.

**ARTICLE III
REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Robert Bayer
Bayer Consulting, Inc.
18433 NW 22nd Street
Broward County
Pembroke Pines, FL 33029

THE PRINCIPAL OFFICE SHALL BE THE SAME.

ARTICLE IV PURPOSE

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

ARTICLE V DIRECTORS

The names and residence addresses of the persons constituting the initial board of directors are:

Robert Bayer
18433 NW 22nd Street
Pembroke Pines, FL 33029

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

ARTICLE VI LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

ARTICLE VII OTHER PROVISIONS

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held

by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.

I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS
REGISTERED AGENT

Robert A. Bayer
Robert Bayer, Incorporator
18433 NW 22nd Street
Pembroke Pines, FL 33029

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