

P98000060210

TRANSMITTAL LETTER

FROM:

Name of corporation: DECEMBER OVERSEAS, INC.

Street address of the corporation 1031 LIVES DAIRY ROAD, SUITE 127

City NORTH MIAMI BEACH State FLORIDA Zip 33179

DEAR CORPORATIONS DIVISION:

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-07/06/98--01091--001
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Please find enclosed:

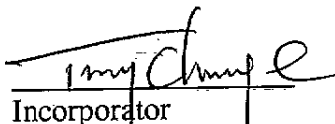
1. An original Articles of Incorporation and one copy for the above named corporation.
2. A certified check or money order in the amount of \$78.75 for filing fees and certificate of status.

A CERTIFIED COPY is ☒ is not ☐ requested.

If a certified copy is requested, the additional fee in the amount of \$52.50 is enclosed.

Please send responses or receipts concerning this filing to the above address.

Thank you very much.


Incorporator

(305) 651-9464
Telephone Number

FILED
98 JUL - 6 AM 9:36
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

7-8-98
MM

ARTICLE OF INCORPORATION
of

DECEMBER OVERSEAS, INC.

FILED
98 JUL -6 AM 9:36
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Pursuant to Chapter 607 of the Florida Business Corporation Act, the undersigned incorporator submits these articles of Incorporation for the purpose of forming a for-profit corporation

Article 1. - NAME

The name of the corporation is: DECEMBER OVERSEAS, INC.

Article 2. - DURATION

The corporation shall have perpetual existence.

Article 3. - PURPOSE

The corporation is organized for the following purpose:

To acquire by purchase, subscription or otherwise, and to hold as investment or otherwise, any bonds or other securities as evidence of indebtedness, or any shares of capital stock created or issued by any other corporation or corporations, association or associations, of any state, district, territory or country; to purchase, hold as an investment or otherwise, sell, assign, transfer, mortgage, pledge or otherwise dispose of stocks, bonds or other securities or evidences of indebtedness created or issued by any other corporation or corporations, association or associations, and while the owner, holder of pledges of such stock, security, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon; to aid in any lawful manner any corporation or association of which the bonds, or other securities, or evidences of indebtedness, or stocks are held by this corporation, and to do any and all lawful acts or things designated to protect, preserve, improve or enhance the value of any such bonds, or other securities, or evidence of indebtedness created by any such corporation;

To acquire by purchase or otherwise the goodwill, business property rights, franchises and assets of every kind, and undertake either wholly or in part the liabilities of any person, firm, association or corporation engaged in any business similar to those purposes, and to take up any business, similar or incidental to the business in which this corporation is engaged, as to going concern or otherwise: (1) by purchase of the assets thereof wholly or in part; (2) by acquisition of the capital or any part thereof, or (3) in any other manner, and to pay for the same in cash, the stock or bonds of this

corporation, or partly in cash and partly in such stock or bonds or otherwise; to hold, maintain and operate or in any manner dispose of the whole or any part of the goodwill, business rights and property so acquired; and to conduct in any lawful manner the whole or any part of any business so acquired and to exercise all the powers necessary or convenient in and about the management of business;

To purchase and otherwise acquire, sell and otherwise dispose of, deal in and deal with personal property of all kinds, including patents, patent rights, copyrights, trademarks and including business concerns and undertakings;

To purchase, take, acquire, lease, own, maintain, cultivate, work, develop, sell, convey, mortgage, exchange and improve or otherwise deal in and with real estate or any interest and rights therein and water rights, and to erect, construct, alter and maintain and improve land, building or works or any description on any land or any water rights so purchased or otherwise acquired or upon any other land, and to repair, alter and improve existing house, warehouses or works thereon and appurtenant or convenient thereto;

To act as agent or representative for corporations, associations, firms and individuals and as such to develop, improve and extend the trade and business interest of corporation, association, firms and individuals;

To borrow money, to give its promissory notes or other evidences of indebtedness therefore, to make and enter into indenture of trust agreements, to make and issue its debenture bonds or certificates of indebtedness, payable to bearer or otherwise, with or without interest coupons attached, and in addition to such interest, until such certificate of indebtedness or debenture bonds are discharged but not thereafter, with or without participation in the earnings, or a share of the earnings of the corporation, and to issue bonds and secure the same by mortgage, deed or trust or otherwise on all or any part of its assets, for any of the purposes of the corporation;

To make by-laws and regulations not inconsistent with the constitution or laws of the United States, or of this state, or of the Charter of the corporation; to have one or more offices, to carry on all or any of its operations and business and without restrictions or limit as to amount, to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of real personal property of every class and description and for the purpose of attaining or furthering any of its objects or purposes, the corporation shall have the power to do any and all such other incidental acts and things and to exercise any and all other powers which a co-partnership or natural person could and exercise, as may be authorized by law;

TO TRANSACT ANY OR ALL LAWFUL BUSINESS:

The several clauses contained in this statement of purposes shall be construed as both purposes and powers, and their statements contained in each clause shall, except where

otherwise expressly stated, be in no ways limited or restricted by reference to or interference from the terms of any other clause but shall be regarded as independent purposes and powers, rights or privileges given by law to corporations.

Article 4. - CAPITAL STOCK

This corporation is authorized to issue one thousand (1000) shares of common stock with a par value of one dollar (\$1.00) per share.

Article 5. - INITIAL PRINCIPAL BUSINESS OFFICE

The initial principal business office of the corporation is:

1031 Ives Dairy Road, Suite 127
N. Miami Beach, Florida 33179

The registered agent and office of this corporation is:

Tony Chinye
1031 Ives Dairy Rd., Suite 127
N. Miami Beach, Florida 33179

Article 6. - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the by- laws, but shall never be less than one and said corporation is authorized to have one (1) Director at any one time. The names and addresses of the initial director of this corporation is:

Samuel Ojogbo, Jr.
1031 Ives Dairy Rd. Ste. 127
N. Miami Beach, Florida 33179

No Director shall be held liable to the corporation or its shareholders for monetary damages due to a breach of fiduciary duty, unless the breach is a result of self-dealing, intentional misconduct, or illegal actions.

Article 7. - INCORPORATOR

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

Tony Chinye
1031 Ives Dairy Rd., Suite 127
N. Miami Beach, Florida 33179

Article 8. - OFFICERS AND BYLAWS

The officers of this corporation shall be a President, who shall be a Director of the corporation; a Secretary and a Treasurer, and such other Officers and Agents as may be necessary. All Officers and Agents as may be necessary shall be chosen in such manner, hold office for such terms and have such powers and duties as may be prescribed by the by-laws of the corporation or determined by the Board of Directors. Any person may hold two offices, or more initially or until the Board of Directors may add pursuant to these articles. The name of the initial officer of this corporation is:

<u>Name</u>	<u>Offices</u>
Samuel Ojogbo, Jr.	President/Secretary/Treasurer

Article 9. - SPECIAL PROVISION

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by the By-laws.

In witness whereof, the undersigned incorporator has executed these Articles of Incorporation on the date below. The undersigned incorporator hereby declares, under penalty of perjury, that the statements made in the foregoing Article of Incorporation are true, and that the incorporator is at least eighteen years of age.

Tony Chinye
Incorporator

6/30/98
Date

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 2nd day of July, 1998, by Tony Chinye, who is personally known to me or has produced a Drivers License as identification and who did (did not) take an oath



Vielka D. Jaén
Notary Public, State of Florida

VIELKA D. JAÉN
Notary's Name Printed, Stamped or Typed

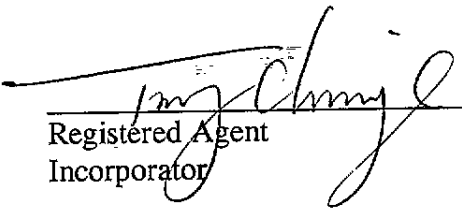
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED:

In pursuant of Chapter 48,091, Florida Statutes, the following is submitted, in
compliance with said Act:

FIRST-- that DECEMBER OVERSEAS, INC., desiring to organize under the laws of
the State of Florida with its principal office, as indicated in the Articles of
Incorporation, in the City of N. Miami Beach, County of Miami-Dade, State of
Florida, has named Tony Chinye, located at 1031 Ives Dairy Rd., Suite 127, City of
N. Miami Beach, County of Miami-Dade, State of Florida, as its agent to accept
service of process within said State.

ACKNOWLEDGMENT:

Having been named to accept services of process for the above stated corporation, at
place designated in this certificate, I hereby accept to act in this capacity, and agree to
comply with the provision of all statutes relative to the proper and complete
performance of my duties, and I accept the duties and obligations of Section 607.325
Florida Statutes.



Registered Agent
Incorporator

6/28/98

Date

FILED
98 JUL -6 AM 9:36
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA