

LAW OFFICE OF  
**ALEXANDER PATRICK JOHNSON**  
ATTORNEY AND COUNSELOR AT LAW  
729 NORTH EAST 20TH AVENUE  
FORT LAUDERDALE, FLORIDA 33304

**P 9 8 0 0 0 0 6 6 7 7 2**  
TRANSMITTAL LETTER

Division of Corporations  
Department of State  
409 E. Gaines Street  
Tallahassee, FL 32314

300002598173--5  
-07/27/98-01055-007  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: PROTÉGÉ SERVICES INC., A FLORIDA CORPORATION

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for

<input type="checkbox"/>	\$70.00 Filing Fee	<input checked="" type="checkbox"/>	\$78.75 Filing Fee & Certificate	<input type="checkbox"/>	\$122.50 Filing Fee & Certified Copy	<input type="checkbox"/>	\$131.25 Filing Fee, Certified Copy & Certificate
--------------------------	-----------------------	-------------------------------------	--	--------------------------	--	--------------------------	--

Please return the copy of the articles with the filing date stamped on it to :

SANDY MANUEL, Incorporator  
21046 NE 5th Place  
Miami, Florida 33179  
(305) 652-6908

FILED  
98 JUL 27 AM 7:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

F. CHESSEB JUL 30 1998

**ARTICLES OF INCORPORATION  
OF  
PROTÉGÉ SERVICES INC.**

FILED  
98 JUL 27 AM 7:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- Article 1.      Name. The name of the Corporation is PROTÉGÉ SERVICES INC.
- Article 2.      Duration. The duration of the Corporation is perpetual.
- Article 3.      Purposes. The purpose of the Corporation is any lawful purpose
- Article 4.      Initial Registered Agent and Office. The initial registered agent and the registered office is:

Registered Office: 20533 Biscayne Boulevard #358, Miami, Florida 33180

Registered Agent

Alexander P. Johnson, Esq. 729 NE 20th Avenue, Ft. Lauderdale, FL 33304

The written acceptance of the initial registered agent is set forth following the signature of the incorporator and made a part of the Articles of Incorporation.

Article 5.      No Par Shares. The number of shares that the corporation is authorized to issue is 100, each of which are without par value and are of the same class and are common shares.

Article 6.      Incorporators. The name and address of the incorporator of the Corporation is SANDY MANUEL, 20533 Biscayne Boulevard #358, Miami, Florida 33180

Article 7.      Preemptive rights. Each share of the corporation shall entitle the holder thereof to a preemptive right, for a period of 30 days, to subscribe for, purchase, or otherwise acquire any shares of the same class of the corporation or any equity and/or voting shares of any class of the corporation or any equity and/or voting shares of any class of the corporation or bonds, securities, or obligations of the corporation which are convertible into or exchangeable of the same class of the corporation or equity and/or voting shares of any class of the corporation, whether now or hereafter authorized or created, and whether the proposed issue, reissue, or grant is for cash, property, or any other lawful consideration; and after the expiration of said 30 days, any and all of such shares, rights, options, bonds, securities, or obligations of the corporation may be issued, reissued, or granted by the Board of Directors, as the case may be, to such individuals or entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine. As used herein, the terms "equity shares" and "voting shares" shall mean respectively, shares which confer unlimited dividend rights and shares which confer unlimited voting rights in the election of one or more directors.

Article 8.      Indemnity. The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporations Act, as the same may be amended and

covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

Article 9. Initial Board of Directors. The initial Board of Directors shall have two members whose names and addresses are:

Sandy Manuel, 20533 Biscayne Blvd., Miami, FL 33180, #358  
Angel Manuel, 20533 Biscayne Blvd., Miami, FL 33180, #358

The Bylaws shall provide the method of election of all Directors, and the number of Directors may be raised or lowered by amendment of the Bylaws, but shall in no case be less than three.

Article 10 Officers. The officers of the Corporation shall consist of a President, Secretary, and Treasurer. Other officers may be provided for in the Bylaws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The initial officers shall be  
President: SANDY MANUEL, 20533 Biscayne Blvd., #358, Miami, FL 33180  
Vice President & Secretary: Angel Manuel, 20533 Biscayne Blvd., #358, Miami, FL 33180

Article 11. Corporate Address. The street address of the Corporation's initial office is  
20533 Biscayne Blvd. #358, Miami, FL 33180

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on  
this 23rd day of July 1998.

Sandy Manuel  
SANDY MANUEL, Incorporator

Acknowledged before me on this 23rd day of July 1998 by SANDY MANUEL who ☒ is personally known to me or ☐ produced \_\_\_\_\_ as identification, and who executed the following Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

My Commission Expires on:

Alexander Johnson  
NOTARY PUBLIC - STATE OF FLORIDA



### APPOINTMENT OF REGISTERED AGENT

Having been named as registered agent to accept service of process for PROTÉGÉ SERVICES INC. at the place designated in these Articles of Incorporation, I, Alexander P. Johnson, 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 am familiar with and accept the obligations of my position as registered agent.

Alexander P. Johnson  
Signed by REGISTERED AGENT

Acknowledged before me on this 23<sup>rd</sup> day of July 1998 by ALEXANDER P. JOHNSON, who [ ] is personally known to me, or JD produced FLS. DR. Lic # J525-015-61-191-0 as identification, and who executed the foregoing Oath of Acceptance and acknowledged to and before me that (s)he executed said instrument for the purposes therein expressed.

My Commission Expires on:

Anthony C. Ebanks  
NOTARY PUBLIC - STATE OF FLORIDA

ANTHONY C. EBANKS  
Notary Public - State of Florida  
My Commission Expires Apr 7, 2002  
Commission # CC731557

FILED  
98 JUL 27 AM 7:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA