

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

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-07/29/98--01030--005
*****78.75 *****78.75

SUBJECT: Roll-Ice, The Convertible Skate Co., Inc.
(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: Marta Cruz
Name (Printed or typed)

EFFECTIVE DATE
7-22-98

5656 9th Avenue
Address

Fort Myers, FL 33907
City, State & Zip

(941) 541-0185
Daytime Telephone number

FILED
98 JUL 29 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Marta Cruz GAVE
AUTHORIZATION BY PHONE TO
CORRECT Effective date
DATE 8-10-98
DOC. EXAM 9N

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

9N 8-10-98

ARTICLES OF INCORPORATION
OF
ROLL-ICE, THE CONVERTIBLE SKATE CO., INC.

By the following proposed Articles of Incorporation the undersigned does hereby declare their intent to form Corporation under the laws of the State of Florida providing for the formation, rights, liabilities, privileges and immunities of a Corporation for profit.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1 - NAME

The name of this Corporation shall be:
Roll-Ice, The Convertible Skate Co., Inc.

EFFECTIVE DATE
7-22-98

ARTICLE II - DURATION

The Corporate existence of this Corporation commences on the date of subscription and acknowledgment and shall continue perpetually, or 5 days prior to receipt at div. of Corporations.

ARTICLE III - PURPOSE

The Purpose of this Corporation is to engage in the transaction of any or all lawful business for which Corporations may be incorporated under the laws of the United States and of the State of Florida, but not limited to the following:

1. To establish a Corporation for the purpose of manufacturing, distributing, promoting, selling, "Roll-Ice" - Tri-Roller Convertible Skate, its variations, accessories, etc., within the continental United States as well as World-Wide.

2. To acquire in any manner, enjoy, utilize, hold, sell, assign, lease, mortgage or to otherwise dispose of letters, patents, of the United States or of any foreign country, patent, patent rights, licenses, privileges, inventions, improvements, processes, copyrights, trademarks and trade names or pending applications therefore relating to or useful in connection with any business of the Corporation or any other Corporation in which the Corporation may have an interest as a Stockholder otherwise.

3. To guarantee, acquire by purchase, subscription or otherwise, hold for investment or otherwise, sell, assign, transfer, mortgage, pledge or otherwise dispose of, the shares of the capital stock of, or any bonds, securities, or evidences of indebtedness created by any other corporation or corporations of the State of Florida or any other State or Government, Domestic or Foreign, and while the owner of any such stock, bonds, securities or evidences of indebtedness, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon for any and all purposes. To aid by loan, subsidy, guaranty, or any other manner whatsoever so far as the same may be permitted in the case of corporations organized under the laws of the State of Florida, any corporation whose stocks, bonds, securities or other obligations are or may be in any manner and at any time owned, held or guaranteed; and to do any all other acts or things for the preservation, protection, improvement or enhancement in value of any such stocks, bonds, securities or other obligations; and to do all and any such acts or things designed to accomplish any such purpose.

4. To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation. to issue bonds, promissory notes, bills of exchanges, debentures and other obligations and evidences of indebtedness payable at a specified time or times, or payable upon the happening of a specified event or events, secured or unsecured, from time to time, for monies borrowed or in payment for the property acquired, or for any of the other objects of its business. To secure the same by mortgage or mortgages, or deeds, or deeds of trust, or pledge or other lien upon any or all of the property, rights, privileges or franchises of the corporation, wheresoever situated, acquired or to be acquired; and to confer upon the holder of any debentures, bonds, or other evidences of indebtedness of the corporation, secured or unsecured, the right to convert the principal thereof into any preferred or common stock of the corporation now or hereafter authorized, upon such terms and conditions as shall be fixed by the Board of Directors. To sell, pledge or otherwise dispose of any or all debentures or other bonds, notes and other obligations in such manner and upon such terms as the Board of Directors may deem judicious, subject, however, to the provisions of Article IV hereof.

5. To have one or more offices to conduct its business and promote its objects within and without the State of Florida, in other States, the District of Columbia, the territories, possessions and dependencies of the United States and in Foreign Countries, without restrictions as to place or amount.

6. To hire and employ agents, servants, and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in the company with others.

7. To do all and everything necessary and proper for the accomplishment of any of the purposes of or in the furtherance of any of the powers enumerated in these Articles of Incorporation or any amendment hereof, or necessary or incidental to the protection and benefit of the corporation, as principal, agent, director, trustee, or otherwise and, in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful business necessary or incidental to the accomplishment or in furtherance of the purpose of the corporation, whether or not such business is similar in nature to the purposes set forth in these Articles of Incorporation or any amendment hereof.

ARTICLE IV - CAPITAL STOCK

The maximum number of share of stock that this corporation is authorized to have outstanding at any time is One Thousand (1,000) shares of common stock, each share having a par value of One (1.00) Dollar.

ARTICLE V - PREEMITIVE RIGHTS

Every stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which they already hold, shall have the right to purchase their pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which is offered to others.

ARTICLE VI - ADDRESS

The street address of the initial registered office of this Corporation is:

5656 9th Avenue
Ft. Myers, Fl 33907

The mailing address and the address of the principal office is:

5656 9th Avenue
Fort Myers, Fl 33907

The name of the initial registered agent at:

5656 9th Avenue
Fort Myers, Fl 33907 is;
Rosalie Ruth

ARTICLE VII-DIRECTORS

The Corporation shall consist of four Directors.

The name and address of these Directors are:

Rosalie Ruth 5656 9th Avenue, Fort Myers, FL 33907
Paul M. Ruth 5656 9th Avenue, Fort Myers, Fl 33907
Marta S. Cruz 3338 S.E. 16th Pl Cape Coral FL 33904
Ramon C. Cruz 3338 S.E. 16th Pl Cape Coral Fl 33904

The number of Directors may be increased or diminished from time to time by the By-Laws.

ARTICLE VIII-AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE IX - INCORPORATOR

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

Rosalie Ruth
5656 9th Avenue, Fort Myers, Fl 33907

IN WITNESS WHEREOF, The Undersigned Incorporator has executed the foregoing Articles of Incorporation this 20 day of July, 1998.

Rosalie Ruth
Rosalie Ruth

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity; and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated 20 day of July, 1998.

Rosalie Ruth

Rosalie Ruth
Registered Agent

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

7-22-98

STATE OF FLORIDA)

:SS

COUNTY OF LEE

BEFORE ME personally appeared Rosalie Ruth known to me to be the individual described in and who executed the foregoing Articles of Incorporation and he has acknowledged before me that she executed the same for the purpose thereto expressed.

WITNESS MY HAND and official seal in the County and State named above this 20 day of July, 1998.

Mary E. Waddington
Notary Public

