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LAZARUS CORPORATE FILING SERVICE, INC.

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LOCAL REPRESENTATIVE TALLAHASSEE

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. CLEAR RESPONSE PCC Corporation
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2:00

☒ Certified Copy

☐ Mail out ☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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98 AUG 18 AM 11:07
DIVISION OF CORPORATION

Examiner's Initials

**CERTIFICATE OF INCORPORATION
OF
CLEAR RESPONSE, CORPORATION.**

We the undersigned, in order to form a corporation for profit for the purposes hereinafter stated, under and pursuant to the provisions of the Florida Statutes, do hereby subscribe to this Certificate of Incorporation, and do adopt the following Articles of Incorporation:

ARTICLES OF INCORPORATION

ARTICLE I

The name of this Corporation shall be: **CLEAR RESPONSE, CORPORATION.**

ARTICLE II

The general nature of the business and the objects and purposes to be transacted and carried on by this corporation shall be:

- a) The corporation will engage in any activity or business permitted under the laws of the State of Florida and of the United States of America.
- b) To enter into, make and perform contracts of every kind, for any lawful purpose, without limit as to amount with any person, firm, association or corporation, town, city, county, state, territory or government.
- c) To purchases or otherwise acquire, and to hold, won, maintain or otherwise dispose of deal in land and leaseholds, and any interest, state and rights in real property, and personal or mixed property, and any franchises rights, licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed and to have any all powers above set forth as fully as natural persons, whether as principals, agents trustees or otherwise.
- d) To guarantee, purchases, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any other corporation or corporations organized under the laws of the State of Florida or any other state or government, and while the owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.
- e) To purchases, hold sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for purchases of its own shares of capital stock except for the surplus of its assets over its liabilities including capital; and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly, nor counted as outstanding for the purposes of any stockholder's quorum or vote.
- f) To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation or any amendment to the Certificate of Incorporation as necessary or incidental to the protection and benefit of this lawful business necessary or incidental to the attainment of the objects of this corporation whether or not such business is similar in nature to the objects set forth in these Articles of Incorporation and to do any and all things herein before set forth to the same extent as natural persons might or could do.

ARTICLE III

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The maximum number of shares of stock which this corporation shall have outstanding at any time, shall be **one hundred (100) shares**, all of which shall be of **\$ 1.00 par value**, and each of which shares shall be issued fully paid and non-assessable, and shall be payable in services or property at just valuation, to be fixed by the Directors of this corporation at the organizational meeting, or any other meeting held for that purpose.

ARTICLE IV

The initial registered office of the corporation is:
7900 NW. 60 ST. Miami. Fl. 33166 and the initial registered agent at such address is:
Jose Rodriguez

ARTICLE V

This corporation is to have perpetual existence.

ARTICLE VI

The Initial Post Office Address of the principal office of this corporation in the State of Florida is:
7900 NW. 60 ST. Miami, Fl. 33166

ARTICLE VII

This corporation shall have Four (4) directors, initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII

The names and post office addresses of the first Board of Directors and officers of this corporation, who shall hold office for the firsts year of its existence or until their successors are elected and qualified, are as follows:

Jose Rodriguez
8428 SW. 24 St.
Miami, FL. 33155

President

Gladys Acosta
2425 N Meridian Avenue
Miami Beach, Fl. 33140

Vice – President

Robert Henry
4407 Kettle Creek Ct.
Tampa, Fl. 33624

Vice - President

Nobella J Oller
10020 NW. 53 Ct.
Coral Spring, Fl. 33076

Vice - President

ARTICLE IX

The names and post office addresses of the subscribers to this Certificate of Incorporation and the number of shares each agrees to take and the value of the consideration paid thereof, the total aggregate amount of which is not less than the amount of capital with which the corporation will begin business, is as follow;

<u>N A M E</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>VALUE</u>
Miami Telephone Group.Inc.	7900 NW. 60 St. Miami Fl.33166	52	\$ 52.00
Gladys Acosta	2425 N Meridian Ave. Miami Beach Fl. 33140	20	\$ 20.00
Robert Henry	4407 Kettle Creek Ct. Tanpa, Fl.33624	20	\$ 20.00
Nobella J Oller	10020 NW. 53 Ct. Coral Spring, Fl. 33076	8	\$ 8.00

ARTICLE X

The management and control of the business of this corporation shall be continued under directions of the Board of Directors by the officers who shall be elected by the Board of Directors, to-wit: a: President; one or more Vice-Presidents; a Treasurer and a Secretary; one or more of said officers may hold on or more offices.

ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon.


ARTICLE XII

In furtherance, and not limitation of the powers conferred by Statute, the Board of Directors in expressly authorized:

- a) To adopt an amend the by-laws of this corporation, provided the amendments thereto are not inconsistent with the by-laws adopted by the stockholders.
- b) To authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.
- c) To set apart out of any funds of the corporation available for dividends a reserve or reserves in the manner in which it was created.
- d) When and as authorized by the affirmative vote of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power given at a stockholder's meeting duly called for the purpose, or when authorized by the written consent of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, to sell, lease or exchange all of its property and assets, including its good will and its corporate franchise, or any property of assets essential to the business of the corporation,

upon the terms and conditions as its Board of Directors deem expedient and for the best interest of the corporation.

IN THE WITNESS WHEREOF, the incorporators have hereunto set their respective hands and seals this seven day of August, 1998


Jose Rodriguez

(seal)


Gladys Acosta

(seal)


Robert Henry

(seal)


Nobella J. Oller

(seal)

STATE OF FLORIDA

COUNTY OF DADE

ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above named corporation at the place designated in this Articles, 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.

Date: Agust 7, 1998


Gladys Acosta

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