

Milligan & Associates, P.A.

ATTORNEYS AT LAW

Mailing Address:

P.O. Box 3254

West Palm Beach, Florida 33402-3254

Alphonso S. Milligan

Angel D. Milligan, Administrator

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

September 12, 1998

000002640580--3
-09/16/98--01028--009
*****70.00 *****70.00

Re: Articles of Incorporation
America Do It Right, Inc.

Dear Ladies and Gentlemen:

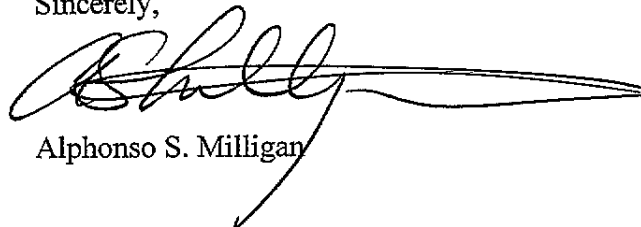
Enclosed find the Articles of Incorporation for the above referenced corporation.
Also, find a check in the amount of \$70.00 for the filing and registered agent fee.

Please forward the acknowledgements to:

Alphonso S. Milligan, Esquire
Milligan & Associates, P.A.
P.O. Box 3254
West Palm Beach, Florida 33402-3254

If any additional information is required, please advise.

Sincerely,


Alphonso S. Milligan

Enclosure

a:\StateLtr.America Do It Right

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TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

America Do It Right, Inc.

Article I – Name

The name of this corporation is America Do It Right, Inc.

Article II – Duration

This corporation shall commence on the date of these Articles and continue into perpetuity.

Article III – Purpose

This corporation is organized for the purpose of engaging in any and all business related to, but not limited to, marketing, merchandising, promoting theme based advertising and apparel, targeted community education and:

- a) To have perpetual succession by its corporate name;
- b) To sue and be sued, complain and defend in its corporate name in all actions or proceedings;
- c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile hereof, to be impressed, affixed, or in any other manner reproduced;
- d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest herein, wherever situated;
- e) To sell, convey, mortgage, ledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;
- f) To lend money to, and use as credit to assist, its officers and employees in accordance with Florida Statute 607.141;
- g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations, of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;
- h) To make contract and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income;
- i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;
- j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by law within or without this state;
- k) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

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TALLAHASSEE FLORIDA

- l) To make and alter bylaws, not inconsistent with these Articles of Incorporation or with the law of Florida, for the administration and regulations of the affairs of this corporation;
- m) To make donations for the public welfare or for charitable, scientific, or educational purposes;
- n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy;
- o) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;
- p) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;
- q) To have and exercise all powers necessary or convenient to effect its purposes.

Article IV – Capital Stock

The aggregate number of shares, which the Corporation shall have authority to issue, is the total sum of 1,000 shares, having \$1.00 par value. The consideration to be paid for each share shall be fixed by the Board of Directors. The whole or any part of the capital stock the said Corporation shall be payable in lawful money of the United States of America or property, labor or services at a just valuation to be fixed by the Board of Directors. Property or labor may also be purchased with the capital stock at such valuation as shall be fixed by the Board of Directors.

Article V – Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof, (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI – Registered Agent

The street address of the initial registered office of this corporation is 640 47th Street, West Palm Beach, Florida 33407 and the name of the initial registered agent of this corporation at that address is James S. Cleare.

Article VII – Principal Office

The principal place of business and mailing address of this corporation shall be 418 20th Street, West Palm Beach, Florida 33407.

Article VIII – Initial Board of Directors

This corporation shall have 2 directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

James S. Cleare
640 47th Street
West Palm Beach, Florida 33407

Frederick A. Wallace
418 20th Street
West Palm Beach, Florida 33407

Article IX – Incorporator

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

Frederick A. Wallace
418 20th Street
West Palm Beach, Florida 33407

Article X – Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

Article XI – Indemnification

The corporation shall indemnify any officers or directors, or any former officer or director, to the full extent permitted by law.

Article XII – Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 8TH day of September, 1998.

Frederick A. Wallace
Frederick A. Wallace, Incorporator

Having been named as Registered Agent and to accept Service of Process for the above stated corporation at the place designated in these Articles, I hereby accept the appointment as Registered Agent and 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.

James S. Cleare
James S. Cleare, Registered Agent

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgements in the state and county set forth,

appeared, James S. Cleare, who

☒ is personally known to me, or

☐ produced a(n) _____ as identification,

who did take an oath and who executed the foregoing Articles or Incorporation before me.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid this 8TH day of September, 1998.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Mildred F. Brown
Notary Public
State of Florida at Large
Mildred F. Brown
Notary Public, State of Florida
Commission No. CC 647106
My Commission Exp. 05/13/2001
Bonded Through Fla. Notary Service & Bonding Co.