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

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-11/17/98--01080--002
*****87.50 *****87.50

SUBJECT: GALAXY EXPANDS, 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 ☐ \$78.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$78.75 ☒ \$87.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status
ADDITIONAL COPY REQUIRED

FROM: GALAXY EXPANDS, INC.
Name (Printed or typed)

8665 NORTH WEST 6th LANE #106
Address

MIAMI, FL 33126
City, State & Zip

(305) 269-0937
Daytime Telephone number

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 17 PM 12:03

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

RECEIVED NOV 20 1998

ARTICLES OF INCORPORATION

Galaxy Expands, Inc.

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The undersigned subscriber to these articles of incorporation of Galaxy Expands, Inc. hereby forms a corporation for profit under the laws of the State of Florida.

Article I - Name:

The name of the corporation is Galaxy Expands, Inc.

Article II - Location:

The principal office of the corporation shall be at 8665 Northwest 6 Lane, # 106, Miami, Florida 33126.

Article III - Purpose:

The corporation shall have perpetual existence except under the conditions of Article XIII.

Section 3.01 - Purposes

The purposes for which this Corporation is organized are as follows:

- A. To engage in the transaction of any and all businesses permitted under the laws of the State of Florida and of the United States.
- B. To do everything necessary, proper, advisable, or convenient for the accomplishment of the foregoing purposes, and to do all things incidental to them or connected with them that are forbidden by law or these Articles of incorporation.

Section 3.02 - Powers

The Corporation, subject to any specific written limitations or restrictions imposed by the Corporation Laws of the State of Florida or by these Articles of Incorporation, shall have and exercise the following powers:

- A. To have and to exercise all the powers specified under the Florida General Corporation Act.
- B. To purchase, transfer, sell, convey, acquire, own, operate, exchange, lease, improve, develop, mortgage, manage and otherwise deal in interests in real and personal property of any nature or kind.
- C. To carry out all or part of the purposes stated herein as principal, agent or otherwise, either alone or in association with any other persons, firms, association, or corporation, or to such extent as a corporation organized under the laws of the State of Florida may or hereafter lawfully do, as a member of, or as the owner or holder of any stock of, shares or securities or interests in, any general or limited partnership, association or corporation, trust, or other firm or entity; and to a like extent in connection therewith, to make, enter into, and perform contracts or deeds with any person, firm, association or corporation or any government or subdivisions, agency or instrumentality thereof.
- D. To make any guaranty respecting stocks, dividends, securities, indebtedness, interest, contracts or other obligations created by any domestic or foreign corporation, association, partnership, individual or other entity.

E. Each of the foregoing clauses of this section shall be construed as independent powers, and the matters expressed in each clause shall not, unless otherwise expressly provided, be limited by reference to, or interference from, the terms of any other clause. The enumeration of specific powers shall not be construed as limiting or restricting in any manner either the meaning of general terms used in any of these clauses or the scope of the general powers of the Corporation created by them; nor shall the expression of one thing in any of these clauses be deemed to exclude another not expressed, although it be of like nature.

Section 3.03 - Conducting Business in Other Jurisdictions

The Corporation may conduct business and otherwise carry on its purposes and exercise its powers in any state, territory, district or possession of the United States, or in any foreign country, to the extent that these purposes and powers are not forbidden by law of the state, territory, district or possession of the United States, or in any foreign country; and it may limit the purpose or purposes that it proposes to carry out or the powers it proposes to exercise in any application to do business in any state, territory, district or possession of the United States, or in any foreign country.

Section 3.04 - Carrying Out Purposes and Powers

The Board of Directors, subject to any specific written limitation or restriction imposed by the Corporation Laws of the State of Florida or by these Articles of Incorporation, shall direct the carrying out of the purposes and exercise the powers of the Corporation without previous authorization or subsequent approval of the shareholders of the Corporation.

Article IV - Capital Stock:

Section 4.01 - Number of Authorized Shares

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one-thousand and two hundred (1,200) shares of common stock, each having a par value of ten (\$0.10) cents. The shares shall be distributed in the following manner:

Ashok K. Aitharaju of 8665 Northwest 6 Lane, # 106, Miami, Florida 33126 shall be issued four hundred (400) shares.

Ravikanth Reddy Chitepu of 1146 Southwest 123 Avenue, Hollywood, Florida 33025, shall be issued four hundred (400) shares.

Prashanthi Reddy 6276 Northwest 186 Street, # 215, Miami, Florida 33015, shall be issued four hundred (400) shares.

Section 4.02 - Voting Rights

Such shares of stock may be designated either voting or non-voting shares before issuance by action of the Board of Directors; provide however that before such designation is specifically made by the Board of Directors, said stock shall be deemed voting.

Section 4.03 - Consideration for Stock

Authorized capital stock may be paid in cash, service or property at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

Section 4.04 - Dividends

The holders of the capital stock of the Corporation shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, property or shares of capital stock.

Section 4.05 - Sale of Shares of Stock

The sale of stocks must be approved by a majority of the stockholders and they shall have the right to refuse the sale of any shares of stock.

Article V - Regulation of Internal Affairs:

Section 5.01

The initial Bylaws shall be approved by the Board of Directors. The power to alter, amend, or repeal the Bylaws or to adopt new Bylaws shall be vested in the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the Corporation not inconsistent with the Corporation Laws of the State of Florida or of these Articles of Incorporation.

Section 5.02 - Transaction with Directors

Any contract or other transaction between the Corporation and any firm, organization or corporation of which one or more of the Directors are members, employees, shareholders, directors, or officers, or in which they have an interest, shall be valid for all purposes, notwithstanding the presence of the interested Director or Directors at the Board of Directors meeting in which the contract or transaction is acted upon or considered, and notwithstanding his or their participation in the action, if the fact of such interest shall be disclosed or known to the Board of Directors and if the Board of Directors shall, nevertheless, authorize or ratify the contract or transaction and permit the interested Directors to be counted in determining whether a quorum is present and to vote on such authorization or ratification. This section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

Article VI - Registered Office and Agent:

Section 6.01 - Registered Office

The address of the initial registered office of the Corporation shall be at 8665 Northwest 6 Lane, # 106, Miami, Florida 33126.

Section 6.02 - Registered Agent

This Corporation has named Ashok K. Aitharaju as its registered agent, to be at the address of the registered office of this Corporation, to accept service of process for this Corporation, and to otherwise comply with all provisions of said Act and all laws pertaining thereto.

Acknowledgment: Having been named to accept service of service of process and to serve as registered agent for this corporation, at the place designated above, I hereby accept such appointment to act in such capacity and agree to comply with all laws pertaining thereto.



Registered Agent

Article VII - Fundamental Changes:

The affirmative vote or written consent of the holders of sixty percent (60%) of the issued and outstanding shares of capital stock shall be necessary for the following corporate action:

- A. Merger or Consolidation of the Corporation.
- B. Reduction or increase of the stated capital of the Corporation.
- C. Sale of a major portion of the property or assets of the Corporation.

The affirmative vote of at least fifty percent (50%) of the issued and outstanding shares of capital stock shall be necessary for the dissolution or liquidation of the Corporation.

Article VIII - Directors:

This Corporation shall have three Directors initially:

Ashok K. Aitharju of 8665 Northwest 6 Lane, # 106, Miami, Florida 33126.

Ravikanth Reddy Chitepu of 1146 Southwest 123 Avenue, Hollywood, Florida 33025.

Prashanthi Reddy of 6276 Northwest 186 Street, # 215, Miami, Florida 33015.

The persons named as the initial Director's of this Corporation shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first. The number of Directors may be increased or diminished only with the affirmative vote of at least sixty percent (60%) of the issued and outstanding shares of capital stock, but shall never be less than one. The Directors need not be residents of the State of Florida or shareholders of the Corporation.

Article IX - Officers:

The initial officers of this Corporation shall be as follows:

President - Ashok K. Aitharaju
Executive Vice President - Ravikanth Reddy Chitepu
Treasurer/Secretary - Prashanthi Reddy

To be appointed an officer requires the affirmative vote of at least sixty percent (60%) of the issued and outstanding shares of capital stock.

Article X - Incorporators:

The name and street address of the person signing these Articles of Incorporation as the Incorporator are as follows:

Name: Ashok K. Aitharaju

Address: 8665 Northwest 6 Lane, # 106, Miami, Florida 33126.

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Article XI - Indemnification:

The Corporation shall have the authority, acting through its Board of Directors, to advance expenses or indemnify any officer, employee, agent or Director to the full extent permitted by law when said person has incurred expenses or liabilities, in the sole discretion of the Board of Directors for the benefit or on behalf of the Corporation.

Article XII - Amendment:

This Corporation reserves the right to amend any provision of these Articles of Incorporation in the manner provided by law. Any rights conferred upon shareholders shall be subject to this reservation. Any changes to these Articles must be approved by at least sixty percent (60%) of the issued and outstanding shares of capital stock.

Article XIII - Liquidation and Dissolution of Corporation:

The Corporation shall be liquidated and dissolved if fifty percent (50%) of the issued and outstanding shares of capital stock votes in the affirmative to liquidate and dissolve this Corporation.

Article XIV - Contracts and Agreements:

All contracts and agreements of this corporation shall require the approval of at least sixty percent (60%) of the issued and outstanding shares of capital stock.

IN WITNESS THEREOF, THE UNDERSIGNED HAS EXECUTED, ACKNOWLEDGED AND FILED THE FOREGOING ARTICLES OF INCORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, THIS 11 DAY OF NOVEMBER 1998

Ashok K 2
Incorporator

State of Florida)
County of Dade)

BEFORE ME, A NOTARY PUBLIC, personally appeared Ashok K. Aitharaju, the Incorporator herein, who executed the foregoing Articles of Incorporation and stated on oath that the contents are true and correct, this 11 Day of November, 1998.

[Signature]
Notary Signature

My commission expires on: _____



Irma L. Galvez
Notary Public, State of Florida
My Comm. Expires March 4, 2000
Commission No. CC 537440