

# P99000020745

## Florida Department of State

Division of Corporations

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Account Number : 076247002423  
Phone : (954) 763-1200  
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## FLORIDA PROFIT CORPORATION OR P.A.

### RIDGEMOUR HOLDINGS CORP.

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
OF  
RIDGEMOUR HOLDINGS CORP.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I  
CORPORATE NAME**

The name of this Corporation shall be: RIDGEMOUR HOLDINGS CORP.

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 5301 N. Federal Highway, Suite 150, Boca Raton, Florida 33487.

**ARTICLE III  
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

Roxanne K. Beilly, Esq., FL Bar #851450  
Atlas, Pearlman, Trop & Borkson, P.A.  
200 East Las Olas Boulevard, Suite 1900  
Fort Lauderdale, Florida 33301  
Phone No: (954) 763-1200

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**ARTICLE IV**  
**CAPITAL STOCK**

The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is 25,000,000 shares, par value \$.001 per share, consisting of (i) 10,000,000 shares of Class A Voting Common Stock, par value \$.001 per share, (ii) 10,000,000 shares of Class B Non-Voting Common Stock, par value \$.001 per share, and (iii) 5,000,000 shares of Preferred Stock, par value \$.001 per share (the "Preferred Stock"). The terms of the Class A Voting Common Stock, Class B Non-Voting Common Stock and Preferred Stock are set forth below in subsections (A), (B) and (C).

(A) The Class A Voting Common Stock and the Class B Non-Voting Common Stock (collectively referred to as the "Common Stock") shall be equal in all respects, except that (i) other than as required under Florida law, holders of Class B Common Stock shall not be entitled to vote, and (ii) the shares of Class B Common Stock may be converted into shares of Class A Common Stock, on a one for one basis, by resolution duly adopted by a majority of the Corporation's Board of Directors.

(B) The Corporation shall have authority to issue 5,000,000 shares of Preferred Stock to be designated for issuance by resolution or resolutions thereof establishing and setting forth the number of shares to be included in each such series, the voting powers, full or limited, or no voting powers, and the designations, preferences and relative, participating or other special rights, and qualifications, or restrictions of such additional series of preferred stock.

ARTICLE V  
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI  
REGISTERED AGENT AND  
INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Anthony J. Rotonde  
5301 N. Federal Highway  
Suite 150  
Boca Raton, Florida 33487

ARTICLE VII  
BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially.

ARTICLE VIII  
INITIAL DIRECTOR

The name and address of the initial Director of this Corporation is:

Anthony J. Rotonde  
5301 N. Federal Highway  
Suite 150  
Boca Raton, Florida 33487

The person named as initial Director shall hold office for the first year of existence of this Corporation, or until his successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX  
INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is Anthony J. Rotonde, 5301 N. Federal Highway, Suite 150, Boca Raton, Florida 33487.

ARTICLE X  
INDEMNIFICATION

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

ARTICLE XI  
AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 28 day of February, 1999.

  
\_\_\_\_\_  
Anthony J. Rotonde, Incorporator

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**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND OFFICE FOR SERVICE OF PROCESS**

RIDGEMOUR HOLDINGS CORP., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 5301 N. Federal Highway, Suite 150, Boca Raton, FL 33487 has named Anthony J. Rotonde, whose address is 5301 N. Federal Highway, Suite 150, Boca Raton, FL 33487, as its agent to accept service of process within the State of Florida.

**ACCEPTANCE:**

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

By: \_\_\_\_\_

  
Anthony J. Rotonde

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