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CCRS  
103 N. MERIDIAN STREET, LOWER LEVEL  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-14

FILED  
99 MAR 17 AM 10:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CONTACT:

CINDY HICKS

DATE:

3-17-99

REF. #:

0163.6017

CORP. NAME:

Prentice and Bryant of  
Florida, Inc

- |   |   |  |
|---|---|--|
| <input checked="" type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT                        | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> CERT. OF AUTHORITY                   | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT                        | <input type="checkbox"/> MERGER                 | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION          | <input type="checkbox"/> UCC-1                  | <input type="checkbox"/> UCC-3                   |
| <input type="checkbox"/> OTHER:                               |   |  |

STATE FEES PREPAID WITH CHECK# 4516 FOR \$ 78.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$

PLEASE RETURN:

☐ CERTIFIED COPY

☒ CERTIFICATE OF STATUS

☒ PLAIN STAMPED COPY

99 MAR 17 AM 10:08

RECEIVED

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

Examiner's Initials

T. SMITH MAR 17 1999

# ARTICLES OF INCORPORATION

OF

## Prentice and Bryant of Florida, Inc.

The undersigned incorporator to these Articles of Incorporation hereby form a corporation under the laws of the State of Florida as follows:

### ARTICLE I

#### Name and Address

The name of this Corporation is: Prentice and Bryant of Florida, Inc. The mailing and street address of the Corporation is: 411 Cleveland St. MS # 201, Clearwater, FL 33755, U.S.A.

### ARTICLE II

#### Term of Existence

This Corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation.

### ARTICLE III

#### Purpose

This Corporation is organized for the purpose of transacting any and all lawful business.

### ARTICLE IV

#### Powers

The Corporation shall have the power:

- (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 thereof, 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 therein, wherever situated.

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(e) To sell, convey, mortgage, pledge, 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 its credit to assist its officers and employees to the full extent permitted by law.

(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 contracts and guaranties 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 the Florida General Corporation Act within or without the State of Florida.

(k) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.

(l) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of this state, for the administration and regulation of the affairs of the 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 and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans and other incentive and compensation 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 provide insurance for its benefit on the life of any of its Directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(q) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(r) To have and exercise all powers necessary or convenient to effect its purposes.

## **ARTICLE V**

### **Capital Stock**

The maximum number of shares which the Corporation shall have the authority to issue is:

(a) 100,000,000 (One Hundred Million) Shares of Common Stock having no par; and

(b) 10,000,000 (Ten Million) Shares of Preferred Stock having a par value of \$.001 per share, such Preferred Stock being issuable in one or more series as hereinafter provided.

The preferences, restriction and qualifications applicable to the Common Stock and the Preferred Stock are as follows:

#### **(A) COMMON STOCK**

The Common Stock of the Corporation shall be divided into two classes: Class A and Class B. There shall be ninety million (90,000,000) shares of Class A Common Stock and ten million (10,000,000) shares of Class B Common Stock. The shares of each class of Common Stock shall be identical except that the holders of the Class B Common Stock shall be entitled to elect a majority of the Board of Directors and the holders of the Class A Common Stock shall elect the remainder of the directors. Each share of Class B Common Stock shall be convertible at any time into one share of Class A Common Stock at the option of the holder.

Each holder of Common Stock shall be entitled to one vote for each share of such stock standing in his name on the books of the Corporation.

#### **(B) PREFERRED STOCK**

The Board of Directors is expressly vested with the authority to divide any or all of the Preferred Stock into series and to fix and determine the relative rights and preferences of the shares of each series so established.

The Board of Directors shall exercise the foregoing authority by adopting a resolution setting forth the designation of each series and the number of shares therein, and fixing and determining the relative rights and preferences thereof. The Board of Directors may make any change in the designations, terms, limitations of relative rights or preferences of any series in the same manner, so long as no shares of such a series are outstanding at such time. Prior to issuing any Preferred Stock, the Corporation will deliver to the Department of State for filing Articles of Amendment setting forth the text of the resolution determining the terms of series of shares.

**ARTICLE VI**  
**Initial Registered Office and Agent**

The street address of the initial registered office of this Corporation is 411 Cleveland St. MS # 201, Clearwater, FL 3375 and the name of its initial registered agent at such address is James A. Hadley.

**ARTICLE VII**  
**Initial Board of Directors**

The Corporation shall have one ( 1 ) Director 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 (1). The name and address of the initial Director of this Corporation is:

<b>Name</b>	<b>Address</b>
James A. Hadley	411 Cleveland St. MS # 201 Clearwater, FL 33755 U.S.A.

**ARTICLE VIII**  
**Incorporator**

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

<b>Name</b>	<b>Address</b>
James A. Hadley	411 Cleveland ST. MS # 201 Clearwater, FL 33755, U.S.A.

## ARTICLE IX

### Bylaws

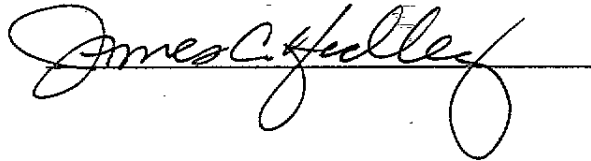
The power to adopt, alter, amend or repeal Bylaws shall be vested in the stockholders of this Corporation.

## ARTICLE X

### Amendment

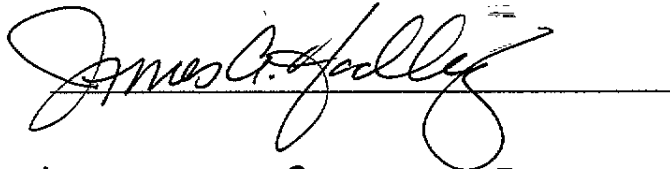
These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 16 day of March, 1999.



## ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within Corporation, at the place designated herein, 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 the 16 day of March, 1999

Sworn to and subscribed before me this 16th day of March, 1999,  
by James A. Hadley, who is personally known to me.



Witnessed

NOTARY PUBLIC - STATE OF FLORIDA  
TERESA M. BOETTNER  
COMMISSION # CC633137  
EXPIRES 5/31/2001  
BONDED THRU ASA 1-888-NOTARY1

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