

P9900027206

TRANSMITTAL LETTER

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

SUBJECT: KICKADS, INC
(Proposed corporate name - must include suffix)

700002812257--3
-03/19/99--01084--020
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: MICHAEL PRINCE
Name (Printed or typed)

3519 SCOUTOAK LOOP
Address

OVIEDO, FL 32765
City, State & Zip

407-977-0123
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAR 19 PM 4:54

FILED

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

SD
3/24

ARTICLES OF INCORPORATION

OF

KICKADS, INC.

ARTICLE I - NAME

The name of this corporation is Kickads, Inc. located at 140 Alexandria Blvd., Suite E, Oviedo, FL 32765.

ARTICLE II - DURATION

This corporation shall have a perpetual existence of commencing upon the filing of these articles of Incorporation by the Department of State pursuant to Florida Statute 607.0203.

ARTICLE III - PURPOSE

The nature of the business or purpose to be conducted or promoted are: to manufacture, design, construct, own, use, buy, sell, lease, hire and deal in and with articles and property of all kinds and to render services of all kinds, and to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000, shares of \$1.00 common stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common share.

ARTICLE VI - 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 pro rata share thereof as nearly (as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 140 Alexandria Blvd., Suite E, Oviedo, FL 32765 and the name of the initial registered agent of this corporation at that address is Michael C. Prince.

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TALLAHASSEE, FLORIDA

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one 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. The name and address of the initial director of this corporation is:

NAME	ADDRESS
Michael C. Prince	140 Alexandria Blvd., Suite E Oviedo, FL 32765

ARTICLE IX - INCORPORATOR

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

NAME	ADDRESS
Michael C. Prince	140 Alexandria Blvd., Suite E Oviedo, FL 32765

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 - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XII - COMPENSATION OF DIRECTORS

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XIII - INDEMNIFICATION

The corporation shall, to the fullest extent permitted by Florida Statute Section 607.0850, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

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.

ARTICLE XV - I.R.C. SECTION 1244 STOCK

It is the intent of the Incorporator to qualify the shares issued hereunder as Section 1244 Stock pursuant to Section 1244 of the Internal Revenue Code of 1986.

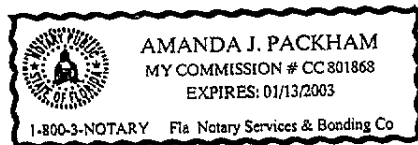
In WITNESS WHEREOF, the undersigned subscriber has executed these Articles of incorporation this 17th day of March 1999.


Michael C. Prince

STATE OF FLORIDA
COUNTY OF SEMINOLE

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and county set forth above, personally appeared Michael C. Prince, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and county aforesaid, this March 16, 1999.




Notary Public

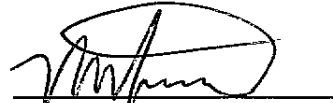
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST, that Kickads, Inc. desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the city of Oviedo, County of Seminole, State of Florida, has named Michael C. Prince as its agent to accept service of process within this State

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


Michael C. Prince

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA