

ANTHONY, BERRY & DiRITO

ATTORNEYS AT LAW

P99000034720

MALCOLM ANTHONY, P.A.  
MICHAEL L. BERRY, JR., P.A.  
VINCENT J. DiRITO, P.A.

April 13, 1999

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

200002839292--4  
-04/14/99--01085--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Incorporation of RingMinder, Inc.

EFFECTIVE DATE  
4/9/99

Dear Sirs:

Enclosed are the original, executed articles of incorporation for the above referenced corporation along with the appointment for statutory agent, which I request that you file with the division of corporations. Also enclosed is our law firm check in the amount of \$70.00 payable to the Florida Secretary of State to cover the applicable filing fees.

Please send your letter confirming the incorporation to:

RingMinder, Inc.  
c/o Michael L. Berry, Jr., Esq.  
Anthony, Berry & DiRito  
Four Sawgrass Village, Suite 205B  
Ponte Vedra Beach, FL 32082

Thank you for your assistance.

Sincerely,

ANTHONY, BERRY & DiRITO

Michael L. Berry, Jr.

MLBJr/jc  
Enclosure

FILED  
99 APR 14 PM 2:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. BROCK APR 15 1999

**ARTICLES OF INCORPORATION  
OF  
RingMinder, Inc.**

FILED  
99 APR 14 PM 2:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I**

**Name**

**EFFECTIVE DATE**  
4/9/99

The name of the corporation is RingMinder, Inc.

**ARTICLE II**

**Term of Existence**

The corporation shall have perpetual existence, commencing upon March 16, 1999, or such other date no more than five (5) days prior to the filing of these Articles of Incorporation with the Florida Department of State, whichever is later.

**ARTICLE III**

**General Purpose of Corporation**

The general purpose of the corporation and the nature of the business to be transacted by the corporation are to engage in any and all activities and exercise any and all powers, rights, and privileges for which a corporation may now or hereinafter be organized under the laws of the State of Florida.

**ARTICLE IV**

**Principal Office**

The principal office and mailing address of the corporation will be located at Four Sawgrass

Village, Suite 205B, Ponte Vedra Beach, Florida 32082.

## **ARTICLE V**

### **Capital Stock**

The corporation is authorized to issue one hundred thousand (100,000) shares of common stock, having a par value of \$ .01 per share.

## **ARTICLE VI**

### **Preemptive Rights**

All holders of the corporation's common stock shall have preemptive rights with respect to any stock issued by the corporation subsequent to the date on which such shareholder purchased his or her shares. The preemptive right of each individual shareholder shall entitle such shareholder to purchase a percentage of the stock to be issued by the corporation such that his or her proportionate ownership interest in the corporation will remain the same.

## **ARTICLE VII**

### **Indemnification**

The Board of Directors is authorized, to the extent allowable by law, to indemnify any officers, directors, employees, or other agents of the corporation for any liability arising out of any act performed in furtherance of the officers', directors', employees', or agents' duties to the corporation. The Board of Directors may adopt an indemnification policy more restrictive than that allowed by law but shall set forth the indemnification policy in the corporation's bylaws and shall not deviate therefrom without amending said bylaws.

## **ARTICLE VIII**

### **Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is Four Sawgrass Village, Suite 205B, Ponte Vedra Beach, Florida 32082, and the name of the initial registered agent of this corporation at that address is Michael L. Berry, Jr.

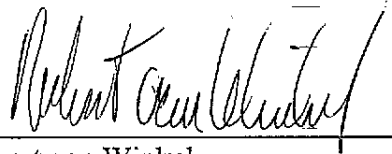
**ARTICLE IX**

**Incorporator**

The name and address of the incorporator of this corporation is:

Robert van Winkel  
600 Ponte Vedra Boulevard, #211  
Ponte Vedra Beach, FL 32082

IN WITNESS WHEREOF, the incorporator has executed these Articles on March 16, 1999.

A handwritten signature in cursive script, appearing to read "Robert van Winkel", is written over a horizontal line.

Robert van Winkel

**RingMinder, Inc.**

**APPOINTMENT OF STATUTORY AGENT**

The undersigned, RingMinder, Inc., a Florida corporation, with its principal office in Ponte Vedra Beach, St. Johns County, Florida, hereby appoints Michael L. Berry, Jr., a natural person residing in St. Johns County, Florida, as its statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the undersigned may be served. The complete address of said statutory agent is Four Sawgrass Village, Suite 205B, Ponte Vedra Beach, FL 32082.

Dated: March 16, 1999.

RingMinder, Inc.

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

Robert van Winkel

FILED  
99 APR 14 PM 2:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF APPOINTMENT**

TO: RingMinder, Inc.

The undersigned hereby accepts appointment as statutory agent of the above corporation upon whom any process, notice or demand required or permitted by statute may be served, and hereby confirms that he is familiar with, and accepts, the obligations of that position.

March 16, 1999.

\_\_\_\_\_  
Michael L. Berry, Jr.