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TRANSMITTAL LETTER

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

100002846341--8  
-04/22/99--01036--006  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

SUBJECT: GENIELINK, 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  
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: GARY A. ROBERTS  
Name (Printed or typed)

4918 ORTEGA FOREST DRIVE  
Address

JACKSONVILLE, FLORIDA 32210  
City, State & Zip

(904)-384-0775  
Daytime Telephone number

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 APR 22 AM 7:56

FILED

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

CB  
4-27-99

**ARTICLES OF INCORPORATION  
OF  
GENIELINK, INC.**

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69 APR 22 AM 7:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I.**

The name of this corporation shall be **GENIELINK, INC.**

**ARTICLE II.**

The Corporation shall have a perpetual existence.

**ARTICLE III.**

The purpose of this Corporation is to engage in any activities or business permitted under the laws of the United States of America and the State of Florida.

**ARTICLE IV.**

The maximum number of shares which this Corporation is authorized to have outstanding at any time is **ONE THOUSAND SHARES** of common stock having **NO PAR VALUE**.

**ARTICLE V.**

Both the principal place of business and the initial registered office of this Corporation shall be located at: 4918 Ortega Forest Drive, Jacksonville, Florida 32210 and the initial registered agent shall be **GARY A. ROBERTS**, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

#### **ARTICLE VI.**

The initial Board of Directors shall consist of FOUR member(s). The number of Directors may be increased or decreased from time to time by vote of the shareholders, but in no case shall the number of Directors be less than ONE nor more than SEVEN.

#### **ARTICLE VII.**

The Directors of the Corporation shall be allowed to have a pecuniary interest in transactions with the Corporation.

#### **ARTICLE VIII.**

**All stock issued** in the name of this Corporation **shall be subject to the following transfer restrictions:**

1. No shareholder may sell, transfer or otherwise dispose of any shares of this Corporation's stock for value prior to notifying in writing the Corporation of said intention,
2. The Corporation shall have a right of first refusal to acquire said stock that is intended to be transferred, this right of first refusal lasting thirty (30) days from the date of receiving notice of the shareholder's intent to so transfer,
3. In the event the Corporation elects to exercise it's right of first refusal, it shall notify the shareholder of said election and shall be required to pay the same or equal consideration as that which shareholder was offered; the shareholder may be required by the Corporation to provide adequate proof of the outside offer to purchase,

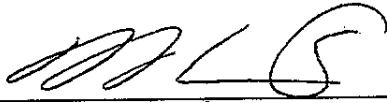
**ARTICLE VIII** continued...

4. Upon receipt of notice from the Corporation that it is not exercising its right of first refusal or the expiration of thirty (30) days without Corporation action, the shareholder is free to transfer said shares to the extent reflected in the offer to purchase that effected the right of first refusal process,
5. Nothing herein is meant to restrict the transfer of shares of the Corporation by gift, devise or descent,
6. All notices shall be sent via certified mail, return receipt requested to the registered address of the Corporation or the shareholder address reflected in the Corporate records.

**ARTICLE IX.**

The name and street address of the person signing these Articles of Incorporation

**GARY A. ROBERTS  
4918 ORTEGA FOREST DRIVE  
JACKSONVILLE, FLORIDA 32210**

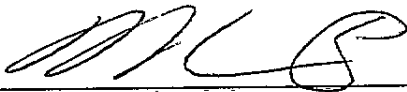


GARY A. ROBERTS, Incorporator

Date

4-19-99

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



GARY A. ROBERTS, Registered Agent

Date

4-19-99

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