

TRANSMITTAL LETTER

P99000055823

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

SUBJECT: INSTREET.COM, INC.

(Proposed corporate name - must include suffix)

000002908810--1
-06/18/99--01060--012
*****70.00 *****70.00

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: SHOATB A. KHAN

Name (Printed or typed)

11025 S.W. 154 TERRACE

Address

MIAMI, FLORIDA 33157-1246

City, State & Zip

(305) 235-8349

Daytime Telephone number

FILED
1999 JUN 18 AM 10:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FILED

1999 JUN 18 AM 10:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
INSTREET.COM, INC.**

ARTICLE ONE

The name of the Corporation is Instreet.com, Inc. (the "Corporation").

ARTICLE TWO

The address of the Corporation's registered office in the State of Florida is
11025 S.W 154 Terrace, Miami, Florida, County of Miami-Dade, 33157
The name of its registered agent at such address is Shoaib A. Khan.

ARTICLE THREE

The nature of the business or the purpose to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE FOUR

The Corporation is to have perpetual life.

ARTICLE FIVE

The Corporation is authorized to issue one hundred thousand (100,000) shares of common stock having a par value of \$0.01 per share ("Common Stock").

5.1 Relative Rights

Each share of Common Stock shall have the same relative rights as and be identical in all respects to all the other shares of Common Stock.

5.2 Voting

Each holder of shares of Common Stock shall be entitled to attend all special and annual meetings of the shareholders of the Corporation and, share for share and without regard to class, together with holders of all other classes of stock entitled to attend such meetings and to vote (except any class or series of stock having special voting rights), to cast one vote for each outstanding share of Common Stock so held upon any matter or thing (including without limitation, the election of one or more directors) properly considered and acted upon by the shareholders.

ARTICLE SIX

In furtherance and not in limitation of the powers conferred by the Florida Business Corporation Act, the Board is expressly authorized and empowered to adopt, amend and repeal the by-laws of the Corporation. The by-laws of the Corporation may be adopted, amended or repealed by the shareholders of the Corporation only upon the affirmative vote of at least two-thirds of the entire voting powers of all then outstanding shares of stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class.

ARTICLE SEVEN

Meetings of shareholders may be held within or without the State of Florida, as the by-laws of the Corporation may provide. The books of the Corporation may be kept outside the State of Florida at such place or places as may be designated from time to time by the Corporation's Board of Directors or in the by-laws of the Corporation. Election of directors need not be by written ballot unless the by-laws of the Corporation so provide. The Corporation shall hold a special meeting of shareholders only: 1) on call of the Board of Directors or persons authorized to do so by the Corporation's by-laws; 2) if the holders of not less than fifty percent of the shares of capital stock entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE EIGHT

To the fullest extent permitted by the Florida Business Corporation Act as the same exists or may hereafter be amended, a director of this Corporation shall not be liable to the Corporation or its shareholders for monetary damages for a breach of fiduciary duty as a director. Any repeal or modification of this ARTICLE EIGHT shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

The Corporation shall indemnify to the fullest extent authorized or permitted by law (as now or hereafter in effect) any person who is or was made, or threatened to be made, a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including without limitation, an action by or in the Corporation to procure a judgement in its favor, by reason of the fact that such person, or person of whom such person is the legal representative, is or was a director or officer of the Corporation, or is or was serving in any capacity at the request of the Corporation for any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise (an "**Other Entity**"), against judgements, fines, penalties, excise taxes, amounts paid in settlement and costs, charges and expenses (including attorneys' fees and disbursements). Persons who are not directors or officers of the Corporation may be similarly indemnified in respect of service to the Corporation to the extent the Board of Directors at any time specifies that such persons are entitled to the benefits of the Article.

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of an Other Entity, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article, the by-laws or under Section 607.0850 of the Florida Act or any other provision of law.

Subject to the Bylaws of the Corporation, the Corporation shall indemnify and advance expenses on behalf of directors and officers to the fullest extent not prohibited by law in existence either now or hereafter.

ARTICLE NINE

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed herein, by the consent of the Corporation's Board of Directors and by the laws of the State of Florida, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE TEN

The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. Except as otherwise provided in these Articles of Incorporation, each director of the Corporation shall be entitled to one vote per director on all matters voted or acted upon by the Board.

ARTICLE ELEVEN

The Corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the by-laws of the Corporation, but shall never be less than one (1). The name and address of the initial director of the Corporation is:

Shoaib A. Khan
c/o Instreet.com, Inc.
11025 S.W 154 Terrace, Miami, Florida, 33157-1246

ARTICLE TWELVE

The principal place of business and mailing address of the Corporation is:
11025 S.W 154 Terrace, Miami, Florida 33157-1246

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ARTICLE THIRTEEN

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Shoaib A. Khan
11025 S.W 154 Terrace, Miami, Florida 33157-1246

ACKNOWLEDGEMENT:

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


SHOAIB A. KHAN

IN WITNESS WHEREOF, the undersigned, as subscribing incorporators, have hereunto set our hands and seals this 14th day of June, 1999, for the purpose of forming this Corporation under the laws of the State of Florida, and hereby make and file, in the office of the Secretary of the State of Florida, these Articles of Incorporation, certify that the facts herein stated are true.


SHOAIB A. KHAN

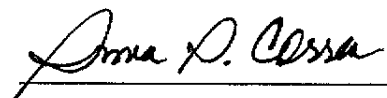
STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared SHOAIB A. KHAN, known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal, in the state and county aforesaid, this 14th day of June, 1999.



IRMA I. CORREA
My Comm Exp. 12/03/99
Bonded By Service Inc
No. CC514632
☒ Personally Known ☐ Other I.D.


Irma I. Correa