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TRANSMITTAL LETTER

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

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-07/23/99-01097-012  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

SUBJECT: FLABASS.COM, INC.

Enclosed is an original and two(2) copies of the articles of incorporation and a check for Eighty Seven Dollars and Fifty Cents(\$87.50) for the Filing Fee, Certified Copy and Certificate of status.

From: Dan Posner, Incorporator  
3700 Airport Road Suite 405  
Boca Raton, FL 33431

561-347-8324

FILED  
99 JUL 23 AM 9:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dan Posner GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Art IV  
DATE 7-29-99  
DOC. EXAM BR

**ARTICLES OF INCORPORATION**  
*of*  
**FLABASS.COM, INC.**

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Florida, and the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I**  
**CORPORATE NAME**

The name of this corporation is FLABASS.COM, Inc..

**ARTICLE II**  
**PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

3700 Airport Road Suite 405  
Palm Beach County  
Boca Raton, FL 33431

**ARTICLE III**  
**SHARES**

The total number of shares which the corporation shall have authority to issue is 1,000 shares of Common Stock, par value \$1.00 per share.

**ARTICLE IV**  
**INITIAL REGISTERED AGENT AND STREET ADDRESS**

The street address of the corporation's registered agent at such address is:

Dan Posner  
Tech Management Solutions, Inc  
3700 Airport Road Suite 405  
Palm Beach County  
Boca Raton, FL 33431

**ARTICLE V**  
**PURPOSE**

The purpose of the corporation is to engage in any lawful activity permitted by the laws

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of this state.

## **ARTICLE VI DIRECTORS**

The names and residence addresses of the persons constituting the initial board of directors are:

Harold Posner  
555 Piedmont L Kings Point  
DelRay, Fl 33484

Dora Posner  
555 Piedmont L Kings Point  
DelRay, Fl 33484

Pam Posner  
22761 Neptune Road  
Boca Raton, FL 33428

Dan Posner  
22761 Neptune Road  
Boca Raton, FL 33428

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

## **ARTICLE VII LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

## ARTICLE VIII OTHER PROVISIONS

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

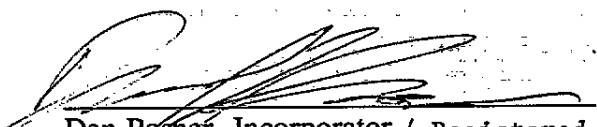
Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Corporate Seal. The corporation shall have a corporate seal, which shall be affixed to all deeds, mortgages, and other instruments affecting or relating to real estate.

Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

### Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.

  
Dan Posner, Incorporator / Registered Agent  
3700 Airport Road Suite 405  
Boca Raton, FL 33431

I hereby accept the  
designation as registered  
agent for FLABASS.COM, INC.

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