

0990000079818

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Right Brain, Inc.

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W99-20685

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- FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
- 99 SEP -8 AM 9:15
- ☒ Art of Inc. File Photo
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☐ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☐ Cert. Copy
- ☒ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
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TALLAHASSEE, FLORIDA
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Signature _____

Requested by: CD

Name _____

Date 9-7-99

Time 11:00

Walk-In _____

Will Pick Up _____



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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September 8, 1999

CAPITAL CONNECTION, INC.
417 E. VIRGINIA STREET #1
TALLAHASSEE, FL 32302

SUBJECT: RIGHT BRAIN, INC.
Ref. Number: W99000020685

We have received your document for RIGHT BRAIN, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 799A000443

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Corrected

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**ARTICLES OF INCORPORATION
OF**

RIGHT BRAIN IDEAS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP -8 AM 9:15

The undersigned, for the purpose of forming a corporation for profit under the Florida General Corporation Act hereby adopt the following Articles of Incorporation:

ARTICLE ONE

The name of this corporation shall be RIGHT BRAIN IDEAS, INC.

ARTICLE TWO

The term of existence of this corporation shall be perpetual.

ARTICLE THREE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR

The number of shares the corporation has authority to issue is Seven Thousand Five Hundred (7,500) all of which shall be common shares with par value of one dollar (\$1.00) per share.

ARTICLE FIVE

Authorized capital stock may be paid for in cash, services or property, at a just and fair value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or to acquire any unissued or treasury shares.

ARTICLE SIX

The name of the initial registered agent and the street address of the initial registered office of the corporation is:

Walter E. Smith
1301 - 4th Street, N.
St. Petersburg, FL 33701

ARTICLE SEVEN

The street address of the principal office of the corporation is:

5718 - 19th Avenue, N.
St. Petersburg, FL 33710

ARTICLE EIGHT

The name and address of the first Board of Directors are:

Charles E. Downs
5718 - 19th Avenue, N.
St. Petersburg, FL 33710

Beth A. Thompson
1063 Marco Drive, N.E.
St. Petersburg, FL 33702

Melanie S. Downs
5950 Third Avenue, N.
St. Petersburg, FL 33710

ARTICLE NINE

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

Charles E. Downs
5718 - 19th Avenue, N.
St. Petersburg, FL 33710

ARTICLE TEN

It is the intention of the incorporator of this corporation that the First Board of Directors adopt the Plan Under Section 1244 of the Internal Revenue Code allowing a limited ordinary loss to individuals for loss of stock of a "Small Business Corporation which qualifies under the Code.

ARTICLE ELEVEN

The corporation shall commence its existence upon receipt of these Articles of Incorporation by the Secretary of State.

IN WITNESS WHEREOF, I have set my hand and seal and acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 24 day of September, 1999.


CHARLES E. DOWNS

STATE OF FLORIDA)
COUNTY OF PINELLAS)

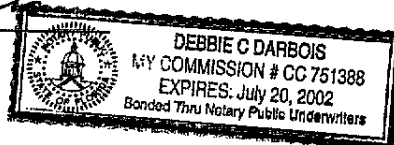
Before me, the undersigned authority, personally appeared CHARLES E. DOWNS to me

known to be the individual described in and who executed the foregoing Articles of Incorporation and acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and seal in the County and State aforesaid this 3rd day of September, 1999.



NOTARY PUBLIC



My Commission Expires:

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the mentioned corporation, organized under the Laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

RIGHT BRAIN IDEAS, INC.

2. The name and street address of the registered agent and office is:

Walter E. Smith
1301 - 4th Street, N.
St. Petersburg, FL 33701

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.



WALTER E. SMITH

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DIVISION OF CORPORATIONS
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