

# TRANSMITTAL LETTER

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FILED  
99 OCT 25 AM 9:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

100003024111--0  
-10/25/99--01110--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**SUBJECT:** THE NEW 2001 GROUP, 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:** MICHAEL G. LARA  
Name (Printed or typed)

3244 BUCKHORN DRIVE  
Address

CLEARWATER, FLORIDA 33761  
City, State & Zip

(727) 786-2205  
Daytime Telephone number

*Michael Lara* GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT *Date*  
DATE *10/27/99*  
DOC EXAM *Deus Brown*

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

D. BROWN OCT 28 1999

**Articles of Incorporation**  
**of**  
**The New 2001 Group, Inc.**

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**ARTICLE I – NAME**

The name of this corporation shall be: **The New 2001 Group, Inc.**

**ARTICLE 11 – PRINCIPLE OFFICE**

The principal office of this corporation is 3244 Buckhorn Drive Clearwater, FL 33761.

**ARTICLE III – SHARES**

This corporation shall be authorized to issue two (2) classes of capital shares of stock to be designated respectively, preferred stock ("Preferred Stock") and common stock ("Common Stock"). The total number of shares of Preferred Stock that the corporation shall have authority to issue is 12,000,000 at no par value per share. The total of shares of Common Stock that the corporation shall have authority to issue is 12,000,000 at no par value per share. The Preferred Stock authorized by this certificate of Incorporation shall be issued in series. The Board of Directors is authorized to establish a series of Preferred stock, and to fix the manner to the full extent provided and permitted by law, the rights, preferences, and limitations of each series of the Preferred Stock and relative rights, preferences, and limitations between or among such series including:

- 1) The designation of each series and the number of shares that shall constitute the series,
- 2) The rate of dividends, if any, payable on the shares of each series, and time and manner of payment and whether or not such dividends shall be cumulative,
- 3) Whether shares of each series may be redeemed and if so, the redemption price, and the terms and conditions of redemption,
- 4) Sinking fund provisions, if any, for the redemption or purchase of shares of each series which is redeemable,
- 5) The amount, if any, payable upon shares of each series in the event of the voluntary or involuntary liquidation, dissolution, or winding up of the corporation, and the manner and preferences of such payment,
- 6) Voting rights, if any, on the shares of each series and any conditions upon the exercisability of such rights.

The holders of the Common Stock shall be entitled to one vote for each share held at all meetings of the Stockholders of the corporation.

#### ARTICLE IV – INITIAL REGISTERED AGENT

The street address of the initial registered office of this corporation is located at 3093 Royal Oaks Blvd. Palm Harbor, FL 34684, and the name of the initial registered agent of this corporation at that address is Mr. Anthony Wolfenbarger.

#### ARTICLE V – INCORPORATOR

The name and address of the person signing these ARTICLES OF CORPORATION is Mr. Michael G. LaRa, 3244 Buckhorn Drive, Clearwater, FL 33761

#### ARTICLE VI – INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation is Mr. Michael G. LaRa, 3244 Buckhorn Drive, Clearwater, FL 33761

#### ARTICLE VII – DURATION

This corporation shall have perpetual existence.

#### ARTICLE VIII – PURPOSE

This corporation is organized to include the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes (1989), as presently enacted and as it may be amended from time to time.

#### ARTICLE IX – INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

#### ARTICLE X – DISSOLUTION

In the event **The New 2001 Group, Inc.** as whole, becomes insolvent, or for any reason the majority vote of the stock holders is to terminate **The New 2001 Group, Inc.**, then:

- 1) Each initial stock holder shall hold the other harmless, with no repayment of the initial value originally paid into **The New 2001 Group, Inc.**, whether the initial value is cash deposited, or compensation for sweat equity.
- 2) The remaining stock holder(s) may wish to buy out the aforesaid majority stock holders wishing to dissolve the company at a negotiated cost. However the majority stock holders are at no obligation to sell their interest.

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#### **ARTICLE XI – AMENDMENTS**

This corporation reserves the right to amend or repeal any provisions contained in these ARTICLES OF INCORPORATION, or any amendment there to, and any right conferred upon the shareholders is subject to this reservation.

In witness whereof, the under signed incorporator has executed these ARTICLES OF INCORPORATION this day of October 20, 1999

Michael G. LaRa OCT 21, 1999

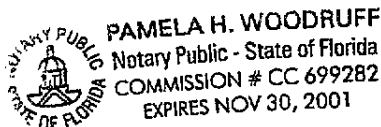
Mr. Michael G. LaRa

Date

State of Florida  
County of Pinellas

The foregoing instrument was acknowledged before me this 20th day of October, 1999  
By Mr. Michael G. LaRa

Notary Public



Pamela H Woodruff

**CERTIFICATE DESIGNING REGISTERED AGENT AND STREET ADDRESS FOR SERVICE OR PROCESS WITHIN FLORIDA.**

Pursuant to section 48.901, Florida Statutes, The New 2001 Group, Inc. desiring to organize under the laws of the State of Florida, hereby designates Mr. Anthony Wolfinbarger, located at 3093 Royal Oaks Blvd. Palm Harbor, FL 34684 as its registered agent to accept service of process within the state of Florida.

**ACCEPTANCE OF DESIGNATION**

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 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.

Anthony Wolfinbarger

10/21/99

Mr. Anthony Wolfinbarger

Date

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