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TRANSMITTAL LETTER FILED

99 NOV 12 PM 12: 30

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

500003042125--4  
-11/12/99--01024--018  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: MTXWORKS, 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

☐ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

Additional Copy Required

FROM: Gianni Piperis  
Name (printed or typed)

3050 NW 42nd Ave. #307C  
Address

Coconut Creek - Fl. 33066  
City, State & Zip

(954) 972-7903  
Daytime Telephone number

274 11/16/99

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

**ARTICLES OF INCORPORATION  
OF  
MTXWORKS, INC.**

FILED  
99 NOV 12 PM 12:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to there Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

**ARTICLE I NAME**

The name of the corporation shall be MTXWORKS, INC.

**ARTICLE II. NATURE OF THE BUSINESS**

The general nature of this business is for sell computer and/or computers parts, in the State of Florida, and in all other states and countries. The foregoing purposes and activities will be interpreted as examples only and not as limitations, and nothing therein shall by deemed as prohibiting the Corporation from extending its activities to any related or otherwise permissible lawful business purposes which may become necessary, profitable or desirable for the furtherance of the corporate objectives expressed above.

**ARTICLE III. PRINCIPAL OFFICE**

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

3050 NW 42<sup>nd</sup> AVE # 307C  
Coconut Creek, FL 33066

**ARTICLE IV. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 6,000 (One Thousand) shares of common stock having a nominal of \$ 1.00 Par/value.

**ARTICLE V. INITIAL CAPITAL**

The amount of capital with which this corporation will begin business with is \$ 6,000 (Six thousand Dollars 0/100).

## **ARTICLE VI. DIRECTORS**

The corporation shall have Two Directors initially the number of directors may be increased or diminished from time to time, by by-laws adopted by stockholders, but shall never be less than one (1).

<b>GIANNI PIPERIS</b>	<b>President</b>
Address: 3050 NW 42 <sup>nd</sup> AVE # 307C	
Coconut Creek, FL 33066	
SSN – 106-64-6887	

<b>Name: NICHOLAS PIPERIS</b>	<b>Vice-president</b>
Address: 23466 NW 57 <sup>th</sup> AVE # 501	
Boca Raton, FL 33428	
SSN – 106-64-5949	

## **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. STOCKHOLDERS**

The stockholders of this corporation are:

<b>GIANNI PIPERIS</b>	<b>50% Stock</b>
<b>NICHOLAS PIPERIS</b>	<b>50% Stock</b>

## **ARTICLE IX. INITIAL REGISTERED AGENT AND STREET ADDRESS:**

The name and address of the initial registered agent is:

**GIANNI PIPERIS**  
Address: 3050 NW 42<sup>nd</sup> AVE # 307C  
Coconut Creek, FL 33066

## **ARTICLE X. 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.

Director of Officer Interest. In the absence of fraud, no transaction between (a) this corporation an (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party of the transaction or is interested in or is a director or officer of such other association or corporation.

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 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 no 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 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.

## **ARTICLE XI. INCORPORATOR**

The name and address of the Incorporator to these Articles of Incorporation is:

Angela Santos, incorporator  
4699 N. Federal Hwy  
Pompano Beach, FL 33064

The undersigned incorporator has executed these Articles of Incorporation this Friday, November 5<sup>th</sup>, 1999.

## **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.**

  
\_\_\_\_\_  
Angela Santos, Incorporator

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

FILED  
99 NOV 12 PM 12:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED 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: MTXWORKS, INC.

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

Gianni Piperis

(Name)

3050 NW 42nd. Ave. #307C

(P.O. Box not acceptable)

Coconut Creek - Fl. 33066

(City/State/Zip)

*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.*



(Signature)

11/08/99

(Date)