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7235 FIRST AVENUE SOUTH ST. PETERSBURG, FLORIDA 33707

JAY B. VERONA JUANITA S. SHEPHERD POST OFFICE BOX 41750 ST. PETERSBURG, FLORIDA 33743-1750

TELEPHONE: (727) 347-7000 FACSIMILE: (727) 347-7997

WEBSITE: WWW.VERONALAWGROUP.COM E-MAIL: VLG@VERONALAWGROUP.COM

January 22, 2001

Corporate Records Bureau Division of Corporations Department of State P.O. Box 6327 Tallahassee, FL 32301

Re: A & H MARKETING, INC.

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of Articles of Incorporation for the above-named corporation. Please file and return a certified copy thereof to this office.

Also enclosed is our check in the amount of \$78.75 to cover the following costs:

Articles Filing Fee

70.00

Certified Copy

8.75

TOTAL

\$ 78.75

Thank you for your assistance in this matter. Should you require any additional documents or fees, please advise this office.

Sincerely,

VERONA LAW GROUP, P.A.

Jay E. Verona

JBV:sb Enclosures SSEE, FLORIDA

01 JAN 23 PM 3: 2:

ARTICLES OF INCORPORATION

FILED

01 JAN 23 PM 3: 23

The undersigned, acting as Incorporator of a corporation under Ether Florida General Corporation Act, hereby adopts the following Articles of Incorporation for such could be a few adopts the following Articles of Incorporation for such could be a few adopts the following Articles of Incorporation for such could be a few adopts the following Articles of Incorporation for such as the following Articles of Incorporation for such as the few adopts the few

- 1. NAME: The name of this corporation is A & H MARKETING, INC.
- 2. **DURATION:** The period of its duration is perpetual.
- 3. **PURPOSE:** The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.
- 4. **CAPITAL STOCK:** The Corporation is authorized to issue 7500 shares, all of one class, at \$1.00 par value.
- 5. **PRINCIPAL OFFICE:** The principal office of this corporation shall be 5959 Central Ave., Suite 201, St. Petersburg, Florida 33710.
- 6. **INITIAL REGISTERED OFFICE AND AGENT:** The street address of this corporation's initial registered office, and the name of its initial registered agent at that office shall be as follows:

VERONA LAW GROUP, P.A. 7235 First Ave. So. St. Petersburg, Florida 33707

7. **INITIAL BOARD OF DIRECTORS:** This corporation shall have one (1) Director initially. The number of directors may be either increased or decreased from time to time by an amendment of the By-Laws of the corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial Director of this corporation is:

JAY B. VERONA

7235 First Ave. So. St. Petersburg, FL 33707

8. **INCORPORATOR:** The name and address of the initial Incorporator signing these Articles of Incorporation is:

JAY B. VERONA

7235 First Ave. So. St. Petersburg, FL 33707

9. **BY-LAW AMENDMENT:** The power to adopt, alter, amend or repeal the By-Laws of this corporation shall be vested in the Shareholders.

- 10. **INDEMNIFICATION:** The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.
- 11. **INFORMAL ACTION OF DIRECTORS:** If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.
- 12. **AMENDMENT OF ARTICLES:** This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.
- 13. **PREEMPTIVE RIGHTS:** This corporation elects to have preemptive rights. These preemptive rights shall encompass the issuance of unissued or treasury shares.

IN WITNESS WHEREOF the undersigned Incorporator has executed these Articles of Incorporation this Decay of Landers 2001.

JAY B. VERONA Incorporator

STATE OF FLORIDA COUNTY OF PINELLAS

The foregoing Articles of Incorporation were acknowledged before me this 2 day of 2001 by JAY B. VERONA. He is personally known to me or has produced (type of identification) as identification, and did (did not) take an oath.

Notary Public - signature

Sherry L Briefmaler
My Commission CC785250
Expires October 29, 2002

Notary's name - type or print

Commission/Serial Number

My Commission Expires:

CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as Registered Agent for A & H MARKETING, INC. at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation of Registered Agent.

The undersigned hereby further states that it is familiar with, and accepts, the obligations provided for in Section 607.0501, Florida Statutes.

VERONA LAW GROUP, P.A.

Jay B. Verona

As: President

STATE OF FLORIDA COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 2 day of 2001 by Jay B. Verona; as President of VERONA LAW GROUP, P.A., a Florida corporation, on behalf of the corporation, He is personally known to me or has produced (type of identification) as identification, and did (did not) take an oath.

Notary Public signature

Notary's name - type or print

Sherry L Brielmaier

Notary Sherry L Brielmaier

Commission/Serial Number

My Commission Expires: