

P95000019307

Mr. Leo Holzenthal
1544 Thornhill Circle
Oviedo, Fl 32765

February 20, 1995

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

Subject: Holzenthal Marketworks, Inc.

Dear Sir:

Enclosed please find an original and one copy of the articles of incorporation for Holzenthal Marketworks, Inc. and a check for \$70. If you have any questions please contact me at the address noted above or (407) 366-6151.

Sincerely,



Leo Holzenthal

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File 3.9

FILED
95 MAR -8 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
HOLZENTHAL MARKETWORKS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE 1 - NAME

The name of the corporation is Holzenthal Marketworks, Inc.

ARTICLE 2 - NATURE OF BUSINESS

The general character, purpose, and nature of the business to be transacted by this corporation is as follows:

- A) To acquire by purchase, lease or otherwise, lands and interest in lands owned, held or occupied by the corporation, building and other structures, nor or hereafter erected on any lands owned, held or occupied, and to encumber or dispose of any lands, or interest in lands, and any buildings or other structures, at any time owned or held by the corporation. To buy sell mortgage, exchange, lease, hold for investment or otherwise, use and operate, real estate of all kinds, improved, or any right or interest herein.
- B) To acquire by purchase, lease, manufacture or otherwise, any personal property deemed necessary or useful, in the equipment, furnishings, or improvement, development or management of any property, real or personal, at any time owned, held or occupied by the corporation, and to invest, trade, lease, rent, encumber or dispose of any personal property at any time owned or held by this corporation.
- C) To carry on in any capacity any business or trade deemed legal in the State of Florida.
- D) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, transfers of corporate property, or other instruments to secure payment of corporate indebtedness as required.
- E) To purchase the corporate assets of any other corporation and engage in the same or other character of business.
- F) To become a partner with any person or persons, corporation, or any other business entity and engage in same or other character of business legal in the State of Florida.
- G) To enter into, make, perform and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any firm, association or corporation; and to transact any further and other business necessarily connected with the purposes of this corporation, or calculated to facilitate the same.

H) To carry on any or all of its operations and business, and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

I) To do any and all of the things herein set forth to the same extent as natural persons might or could do; and in any part of the world as principals, agents, contractors or otherwise, alone or in company with others, and to do and perform all such things and acts as may be necessary, profitable or expedient in carrying on any of the business or acts named above.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this article, shall be in any way limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Articles; but that the objects and powers regarded as independent objects and powers.

ARTICLE 3 - PRINCIPAL OFFICE

The location and mailing address of the Corporation's principal office is 1554 Thornhill Circle, Oviedo, Fl 32765

ARTICLE 4 - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any time is 10,000 shares of common stock, each share having a par value of \$.01.

Authorized common stock may be paid for in cash, service, or property at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

ARTICLE 5 - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Leo F. Holzenthal, III, 1554 Thornhill Circle, Oviedo, Fl 32765.

The Board of Directors may from time to time designate such other registered agent as it deems necessary.

ARTICLE 6 - INCORPORATOR

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

Leo F. Holzenthal, III, 1554 Thornhill Circle, Oviedo, Fl 32765.

ARTICLE 7 - DIRECTORS

The Corporation shall have one director initially. The number of directors may be increased or diminished from time to time as stated in the By-Laws, but shall never be less than one.

The name and street address of the initial director who shall hold office until his successors are elected and have qualified is as follows:

Leo F. Holzenthal, III, 1554 Thornhill Circle, Oviedo, Fl 32765.

ARTICLE 8 - EFFECTIVE DATE

These Articles of Incorporation shall be effective on the date of filing.

ARTICLE 9 - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, manifesting their intention that a certain amendment to the Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hands, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 22nd day of February, 1995.



Leo F. Holzenthal, III

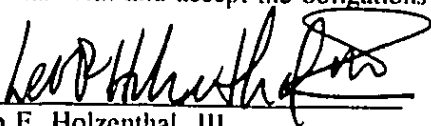
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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 Holzenthal Marketworks, Inc.
- 2) The name and address of the registered agent and office is:

Leo F. Holzenthal, III
1554 Thornhill Circle
Oviedo, FL 32765

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 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.



Leo F. Holzenthal, III

MARCH 1, 1995
Date

FILED
95 MAR -8 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA