

CONTACT

P96000087642

OFFICE USE ONLY (Document #)

UCC FILING & SEARCH SERVICES, INC.
(Requestor's Name)

826 EAST PARK AVENUE
(Address)

TALLAHASSEE FL 32301 (904) 681-6528
(City, State, Zip) (Phone #)

5410577

09/12/96 01004--005
***122.50 ***122.50

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1	<u>Pinehill, Inc.</u> (Corporation Name)		(Document #)
2	<u>Maxwell Marketing, Inc.</u> (Corporation Name)		(Document #)
3	<u>Gulf Cities Marketing, Inc.</u> (Corporation Name)		(Document #)
4			

FILED
55 OCT 26 AM 9:54
TALLAHASSEE, FLORIDA

- Walk In
- Mail Out
- Will Wait
- Photocopy

Pick Up Time

- Certified Copy
- Certificate of Status
- Certificate of Good Standing
- ARTICLES ONLY
- ALL CHARTER DOCS
- Certificate of FICTITIOUS NAME
- FICTITIOUS NAME SEARCH
- CORP SEARCH

55 SEP 11 PM 3:12

NEW FILINGS	
<input checked="" type="checkbox"/> Profit	
<input type="checkbox"/> NonProfit	
<input type="checkbox"/> Limited Liability	
<input type="checkbox"/> Domestication	
<input type="checkbox"/> Other	

AMENDMENTS	
<input type="checkbox"/> Amendment	
<input type="checkbox"/> Resignation of R A, Officer/Director	
<input type="checkbox"/> Change of Registered Agent	
<input type="checkbox"/> Dissolution/Withdrawal	
<input type="checkbox"/> Merger	

OTHER FILINGS	
<input type="checkbox"/> Annual Report	
<input type="checkbox"/> Fictitious Name	
<input type="checkbox"/> Name Reservation	

REGISTRATION/QUALIFICATION	
<input type="checkbox"/> Foreign	
<input type="checkbox"/> Limited Partnership	
<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Trademark	
<input type="checkbox"/> Other	

~~Handwritten signature~~

HOLD FOR PICKUP BY UCC SERVICES

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 12, 1996

UCC FILING & SEARCH SERVICES, INC.
526 E. PARK AVENUE
TALLAHASSEE, FL 32301

SUBJECT: PINEHILLS, INC.
Ref. Number: W96000019164

We have received your document for PINEHILLS, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

The registered agent must sign accepting the designation.

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return 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 (904) 487-6926.

Teresa Brown
Corporate Specialist

Letter Number: 396A00042393

HOLD FOR
Requestor's Name
PICKUP BY
Address
UCC SERVICES
City/State/Zip

548020

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1 Maywell Marketing, Inc.
(Corporation Name) (Document #)
- 2 _____
(Corporation Name) (Document #)
- 3 _____
(Corporation Name) (Document #)
- 4 _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 23, 1996

UCC FILING & SEARCH SERVICES, INC.
526 E. PARK AVENUE
TALLAHASSEE, FL 32301

SUBJECT: MAXWELL MARKETING, INC.
Ref. Number: W96000022559

We have received your document for MAXWELL MARKETING, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

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 an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return 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 (904) 487-6926.

Teresa Brown
Corporate Specialist

Letter Number: 196A00048900

CORRECTED 10-24-96

ARTICLES OF INCORPORATION
OF

GULF CITIES MARKETING, INC.

FILED
96 OCT 24 AM 9:55
TALLAHASSEE, FLORIDA

FIRST: The name of this Corporation is:

Gulf Cities Marketing, Inc.

SECOND: The general purpose or purposes for which this Corporation is initially organized, and the business or objects or purposes proposed to be transacted, promoted or carried on by this Corporation, are as follows:

(a) To transact any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act and to take all necessary, suitable and proper actions to be certified as a Minority Business Enterprise (MBE) by the Florida Department of General Services pursuant to chapter 288, Florida Statutes, and chapter 13-8, Florida Administrative Code;

(b) To contract and subcontract with property owners, general contractors, sub-contractors, manufacturers, distributors, and any other person, firm or corporation, for labor, equipment, materials, and services, or either, useful in, necessary for, or convenient to useful and necessary for or convenient to selling, marketing, leasing or transferring trucks, vans, trailers, cars and other motor vehicles; further, to manufacture, lease, buy, distribute, sell, operate, maintain, use or otherwise deal with any and all materials, supplies, tools, appliances, or machinery necessary or incidental thereto;

(c) To design, manufacture, distribute, install, repair or use, and to invest in, trade in, deal in and with, goods, wares, merchandise and other personal property, and services, of every kind, class and description;

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, distribute, repair, manage, improve, develop, use, and otherwise deal in and with real estate or personal property of every kind, nature or description, or any interest therein, wherever situated;

(e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets, whether the same be real, personal or mixed, tangible or intangible, and wheresoever situate;

(f) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associates, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

(g) To lend money to and use its credit to assist its officers and employees in accordance with the provisions of the Florida General Corporation Act;

(h) To make guarantees and incur liabilities, borrow money at such rates of interest and upon such terms and conditions as the Board of Directors may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;

(j) To conduct its business, carry on its operation, and have offices and exercise the powers granted herein within or without the State of Florida;

(k) To elect or appoint officers and agents of the Corporation and define their duties;

(l) To make donations for the public welfare or for charitable, scientific or educational purposes;

(m) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy;

(n) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, designed compensation plans, thrift and savings plans, and other retirement or incentive plans for any or all of its directors, officers and employees and for any or all of the directors, officers and employees of any subsidiary;

(o) To acquire, and take over as a going concern and thereafter to carry on the business of any person, firm or corporation engaged in any business which this Corporation is authorized to carry on and in connection therewith to acquire the goodwill and all or any of the assets, and to assume the liabilities of any such business;

(p) To apply for, obtain, register, lease, purchase or otherwise to acquire, and to hold, use, own, operate and

introduce, and to sell, assign, or otherwise dispose of any copyrights, trademarks, tradenames, patents, inventions, improvements and processes used in connection with or secured under letters patent or letters copyright of the United States, or elsewhere or otherwise; and to use, exercise, develop, grant licenses in respect to or otherwise turn to account any such trademarks, patents, licenses, processes and the like, or any such property or rights;

(g) To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or convenient for the business of this company with any person, firm or corporation, either private, public or municipal, or any body politic under the Government of the United States or any state thereof, so far as and to the extent that the same may be done and performed by corporations organized under the laws of the State of Florida;

(r) To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes, the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in connection with other agents, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects, purposes or powers or any of them; and

(s) To exercise and enjoy all other powers, rights and privileges granted by the laws of the State of Florida and any other state in which said Corporation may qualify, to corporations of this character and as in force from time to time, so far as not in conflict therewith, or which may be conferred by all acts heretofore or hereafter amendatory of or supplemental to said laws, and the enumeration of certain powers as shown and herein specified is not intended as exclusive of, or as a waiver of any of the powers, rights or privileges granted or conferred by laws now or hereafter in force; provided, however, that the company shall not in any state, territory, district, possession or country carry on any business or exercise any powers which a corporation organized under the laws thereof could not carry on or exercise.

THE FOREGOING CLAUSES SHALL BE CONSTRUED both as objects, purposes, and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this Corporation and are in furtherance of, and in addition to, and not in limitation of the general powers conferred by the laws of the State of Florida.

IT IS THE INTENTION that the purposes, objects and powers specified in this Article and all subdivision thereof, shall, except as otherwise expressly provided, in no way be limited or restrained by reference to or influence from the terms of any other clause or paragraph of this Article, and that each of the purposes, objects, powers, specified in this Article SECOND shall be regarded as independent purposes, objects and powers.

THIRD: The aggregate number of shares of capital stock that this Corporation is authorized to issue at any one time shall be TEN THOUSAND (10,000) shares of common stock with a par value of TEN (\$10.00) DOLLARS per share; and any and all shares issued by the Corporation shall be deemed fully paid and nonassessable and the holders of such issued shares shall not be liable to the Corporation or to its creditors in respect thereto. No stockholder shall any preemptive right to purchase or subscribe to any new issue of any type stock of this Corporation.

FOURTH: The duration of this Corporation shall be perpetual, or until dissolved by law.

FIFTH: The street address of the initial principal office of the Corporation is 1212 - 15th Street North, St. Petersburg, Pinellas County, Florida, and the initial registered agent of the Corporation at such address is N. Helen Hilton.

SIXTH: This Corporation shall have one (1) director, initially, and the number of directors may be increased or diminished as from time to time may be determined by the stockholders hereof, but in no event shall the number of

directors of this Corporation ever be fewer than one (1) nor more than seven (7).

SEVENTH: The name and address of the initial Director of the Board of Directors, who shall hold office until the first annual meeting of shareholders and until her successor is elected and has qualified, or until her earlier resignation or removal from office, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
N. Helen Hilton	1212 - 15th Street North St. Petersburg, FL 33705

EIGHTH: The name and address of the incorporator and subscriber to these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
N. Helen Hilton	1212 - 15th Street North St. Petersburg, FL 33705

NINTH: The Board of Directors of this Corporation is authorized to make, alter, amend and repeal the by-laws of the Corporation when acting under general or special authority granted by the stockholders; to fix the compensation, if any, to be paid to officers and directors of the Corporation; to fix and vary the amount of the working capital of the Corporation and to determine what, if any, dividends shall be declared and paid; to set apart out of the funds of the Corporation for dividends a reserve or reserves for any proper purposes, or to abolish such reserve in the manner in which it was created.

The Corporation may in its bylaws confer powers upon the Board of Directors in addition to the foregoing and in

addition to the powers and authorities expressly conferred upon it by the Statutes of the State of Florida.

TENTH: The Corporation reserves the right to amend, alter or repeal any provision contained in this Articles of Incorporation in the manner now or hereafter prescribed by statute and all rights conferred upon stockholders herein are granted subject to this reservation.

ELEVENTH: The stock of this Corporation may be issued for such consideration as may be fixed by the stockholders at a meeting or by the Board of Directors when acting under general or special authority granted by the stockholders, and may be paid for, whole, or in part, in cash or in other property, tangible or intangible, or in labor or services actually performed for the Corporation.

TWELFTH: (a) Any action of the stockholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the stockholders entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

(b) 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 valid as though it had been authorized at a meeting of the Board of Directors.

I, THE UNDERSIGNED, being the original incorporator hereinbefore mentioned, for the purpose of forming a corporation

to do business both within and without the State of Florida, and, in pursuance of the General Corporation Law of the State of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand and seal this 17th day of ~~September~~ ^{October}, A.D. 1996.

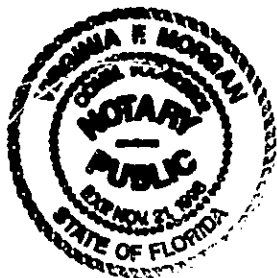
N. Helen Hilton (SEAL)
N. Helen Hilton

STATE OF FLORIDA :

COUNTY OF PINELLAS :

I HEREBY CERTIFY that on this day before me an officer duly authorized to administer oaths and take acknowledgments, personally appeared N. Helen Hilton to me well known and known to me to be the person described and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the county and state aforesaid this 17th day of ~~September~~ ^{October}, A.D. 1996.



Virginia F. Morgan
Notary Public [Sign Name]
VIRGINIA F. MORGAN
Notary Public [Print Name]
State of Florida
My Commission Expires: 11-21-98

CERTIFICATE DESIGNATING PLACE, BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuant of chapter 48.091, Florida Statutes
following is submitted in compliance with said Act:

FIRST: That Gulf Cities Marketing, Inc., desiring to
organize under the laws of the State of Florida with its
principal office, as indicated in the Articles of Incorporation
at the City of Dade City, County of Pinellas, State of Florida,
has named N. Helen Hilton located at 1212 - 15th Street North,
St. Petersburg, Florida, 33705, as the agent to accept service of
process with this state.

SECOND: Further, said Corporation has designated the
location 1212 - 15th Street North, St. Petersburg, Florida,
33705, as its registered office, and said N. Helen Hilton, as its
registered agent, pursuant to the provisions of section 617.023,
Florida Statutes.

ACKNOWLEDGMENT:

Having been named to accept service of process for the
above-stated Corporation, at place designated in this
certificate, I hereby accept to act in this capacity, and agree
to comply with the provisions of said Act relative to keeping
open said office I fully accept the designation as registered
agent for said Corporation.

N. Helen Hilton

N. Helen Hilton

FILED
96 OCT 24 AM 9:55
TALLAHASSEE, FLORIDA

SKELTON, WILLIS & BENNETT
ATTORNEYS AT LAW
259 THIRD STREET NORTH
Post Office Drawer 30

JAMES P. BENNETT
ROBERT H. WILLIS, JR.
ROBERT H. WILLIS, JR.

St. Petersburg, Florida 33701-0030

February 26, 1997

TELEPHONE (813) 42-3907
(813) 48-4111
TELEFAX (813) 48-4100

BYRON M. SKELTON 1031-1978

996000087642

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

300002103083--5
-03/04/97--01013--015
*****35.00 *****35.00

Re: Gulf Cities Marketing, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Amendment to Articles of Incorporation of Gulf Cities Marketing, Inc. our firm's \$35.00 check and a return, stamped envelope.

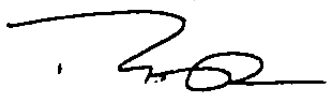
Please file the original enclosures and return the enclosed copy of the Articles of Amendment of Articles of Incorporation duly certified under the seal of your office.

If there are questions or problems regarding this filing, please call me collect that we might forthwith forward to you the information necessary to correct any deficiency.

Thank you for your assistance.

Sincerely,

SKELTON, WILLIS & BENNETT


Robert H. Willis, Jr.

RHWJR/lmj
Enclosures

cc: Mr. and Mrs. H. Grady Hilton

553L7

APPROVED
AND
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
97 MAR 16 PM 3:00

996000137612
3/9/97
Gwendolyn CM

**Articles of Amendment of Articles of Incorporation
of
GULF CITIES MARKETING, INC.**

WHEREAS, pursuant to Article FIRST of Articles of Incorporation filed with the Secretary of State on the 24th day of October, 1996, Florida corporation document number P96000087642 was issued in the name of Gulf Cities Marketing, Inc. a Florida corporation ("Corporation"); and

WHEREAS, pursuant to Article SECOND of said Articles of Incorporation, the general purpose or purposes for which the Corporation was initially organized, and the business or objects or purposes proposed to be transacted, promoted or carried on by this Corporation, were to include taking all necessary, suitable and proper actions to be certified as a Minority Business Enterprise (MBE) by the Florida Department of General Services pursuant to chapter 288, Florida Statutes, and chapter 13-8, Florida Administrative Code;

WHEREAS, pursuant to Article TENTH of said Articles of Incorporation, the Corporation reserves the right to amend any provision of said Articles of Incorporation in the manner now or hereafter prescribed by statute and all rights conferred upon stockholders pursuant to said Articles of Incorporation were granted subject to such reservation; and

WHEREAS, all Shareholders and Directors of Gulf Cities Marketing, Inc., desire to amend said Article SECOND of said Articles of Incorporation so as to expand the lawful purpose and business of the Corporation beyond Minority Business Enterprises as so certified by the Florida Department of General Services;

NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:

1. Effective upon filing of these Articles of Amendment with the Secretary of State, State of Florida, Article SECOND of said Articles of Incorporation of the Corporation shall be amended by substitution of the following language:

"SECOND: The general purpose or purposes for which this Corporation is initially organized, and the business or objects or purposes proposed to be transacted, promoted or carried on by this Corporation, are to transact any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act."

2. The foregoing amendment was adopted by Shareholders and Director of the Corporation as of the 24th day of October, 1996.

3. In all other respects, Articles of Incorporation of the Corporation shall remain as they were prior to this amendment being adopted.

IN WITNESS WHEREOF, the undersigned President and Secretary of this Corporation have executed these Articles of Amendment as of this 24th day of October, 1996.

GULF CITIES MARKETING, INC.
a Florida corporation

By: N. Helen Hilton
N. Helen Hilton, as President

[Seal]

Attest: H. Grady Hilton, Jr.
H. Grady Hilton, Jr.,
as Secretary

STATE OF FLORIDA :
COUNTY OF PINELLAS :

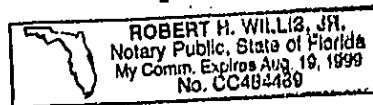
The foregoing instrument was acknowledged before me this 24th day of January, 1997, by N. Helen Hilton, as President of the Gulf Cities Marketing, Inc., who is personal known to me or produced N/A as identification.

971018-4 PM
SECRETARY OF STATE
TALLAHASSEE

APPROVED
AND
FILED

Robert H. Willis, Jr.
Notary Public (Sign Name)
State of Florida
Robert H. Willis, Jr.
Notary Public (Print Name)
My Commission Expires:

[Notary Seal]



STATE OF FLORIDA :
COUNTY OF PINELLAS :

The foregoing instrument was acknowledged before me this 20th day of January, 1997, by H. Grady Hilton, Jr., as Secretary of the Gulf Cities Marketing, Inc., who is personal known to me or produced N/A as identification.

Robert H. Willis, Jr.
Notary Public (Sign Name)
State of Florida
Robert H. Willis, Jr.
Notary Public (Print Name)
My Commission Expires:

[Notary Seal]

