

P95000014146

FILED

TRANSMITTAL LETTER

95 FEB 17 PM 1:28

P950000

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

14146

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

100001403531
-02/17/95--01112--014
****131.25 ****131.25

SUBJECT: R. F. C. MARKETING MANAGEMENT, 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

FROM: ANTHONY D. RICHARDSON EFFECTIVE DATE Feb 14 95
Name (printed or typed)

1634 SE. 47 ST. #3
Address

CAPE CORAL, FL. 33904
City, State & Zip

813-542-8885 A. Richardson GAVE
Daytime Telephone number

AUTHORIZATION BY PHONE TO
 CORRECT Corporate Address
 DATE 2/20/95
 DOC. EXAM. 109-16

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

ARTICLES OF INCORPORATION
OF

FILED

95 FEB 17 PM 1:28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

Name

1. 01. The name of the corporation is;
R.F.C. MARKETING MANAGEMENT, INC.
1634 S.E. 47 St. Ste 3 Cape Coral, FL 33904

ARTICLE II

Commencement and Duration

2. 01. The corporation is to commence its corporate existence on the date of subscription and acknowledgment of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III

Purpose

3. 01. The corporation is organized for the purpose of transacting any and all lawful business for which a corporation may be incorporated under the Florida General Corporation Act.

ARTICLE IV

Capital Stock

4. 01. The corporation is authorized to issue one hundred (100) shares of capital stock of Ten Dollars (\$10.00) par value designated as Common Stock.

4. 02. Each outstanding share of Common Stock shall entitle the holder to one (1) vote on each matter submitted to a vote at a meeting of the shareholders.

4. 03. The shares of capital stock may be issued for such consideration, having a value not less than the par value of the shares issued thereof, as is determined from time to time by the Board of Directors, to be paid, in whole or part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares of capital stock may not be issued until the full amount of the consideration therefor has been paid; thereafter, such shares shall be deemed to be fully paid and nonassessable.

EFFECTIVE DATE

Feb 14 1995

ARTICLE V

Preemptive Rights

5. 01. Each shareholder of any class of stock of the corporation shall be entitled to full preemptive rights the purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire any unissued treasury shares.

ARTICLE VI

Board of Directors

6. 01 All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Directors.

6. 02 Any and all of the powers and duties conferred or imposed upon the Board of Directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent, by such person or persons and upon such terms and conditions as shall be specified by the shareholders.

6. 03. The corporation shall have ~~two~~ ^{ONE} Director(s) initially. The number of Directors may thereafter be increased or decreased from time to time in accordance with the Bylaws of the corporation.

6. 04. The names and street addresses of the initial Directors who shall hold office until their successors, who shall be chosen at a special meeting of the shareholders, have been qualified as

ANTHONY D. RICHARDSON. PRESIDENT

ARTICLE VIII

Indemnification

7. 01. The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE VIII

Bylaws

8. 01 The power to adopt, alter, amend or repeal Bylaws shall be vested in the shareholders.

8. 02. The affirmative vote of the holders of at least eighty percent (80) of the outstanding voting shares of the corporation shall be required to adopt, alter, amend or repeal the Bylaws

ARTICLE IX

Amendment

9. 01. These Articles of Incorporation may be amended at any time by a vote of the affirmative vote of the holders of at least eighty percent (80) of the outstanding voting shares of the corporation, at any regular meeting of the shareholders called for that purpose.

ARTICLE X

Incorporator

10. 01. The name and address of the Incorporator executing these Articles of Incorporation is:

ANTHONY D. RICHARDSON

7281 LOBELIA RD.

FT. MYERS, FL. 33912

ARTICLE XI

Registered Office and Agent

11. 01. The street address of the initial registered office of the corporation is: 1634 SE 47th ST. #3

CAPE CORAL, FL. 33904

and the name of the initial Registered Agent of the corporation at that address is ANTHONY D. RICHARDSON

IN WITNESS WHEREOF, the undersigned, as incorporator and as registered agent, executed these articles of Incorporation on the ~~xxx~~ day of FEBRUARY 1995 14

Anthony D. Richardson

(Seal)

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

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: R. F. C. MARKETING MANAGEMENT, INC.

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

ANTHONY D. RICHARDSON
(Name)

1634 SE. 47 ST. #3
(P.O. Box not acceptable)

CAPE CORAL, FL 33904
(City/State/Zip)

FILED
95 FEB 17 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

Anthony D. Richardson
(Signature)

02-14-95
(Date)

OFFICE USE ONLY (Document #)

P950000 | **14146**

(Registrar's Name)

(Address)

(City)

3-16-95

CORPORATI

TO WHOM IT MAY CONCERN:

- 1. _____
- 2. _____
- 3. _____
- 4. _____

PLEASE ACCEPT THIS AMENDMENT TO THE ARTICLES OF INCORPORATION

OR NOTED,

600001436086
-03/22/95--01040--008
*****96.25 *****96.25

- Walk in
- Mail out

RETURN ADDRESS:

7281 LOBELIA RD.
FT-MYERS FL. 33912

NEW
Profit
NonProfi
Limited L
Domestic
Other

PHONE:
813-267-6642

Anthony D. Richardson

ENCLOSURES:

OTHER
Annual R
Fictitious
Name Re

- ① ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
- ② check # 151 \$96.25

P95000014146
NC
3-22-95
55-cc
1-56-cc

TALLAHASSEE FLORIDA

95 MAR 22 PM 2:23

FILED

Trademark
Other

Examiner's Initials

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

R.F.C. MARKETING MANAGEMENT, INC

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE I, 1.01.

THE NAME OF THE CORPORATION BE CHANGED TO:

A.R.C., MARKETING MANAGEMENT, INC.

77-81 LOBELIA RD. , FT. MYERS, FL 33912

FILED
95 MAR 22 PM 2:23
TALLAHASSEE, FLORIDA

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: MARCH 16, 1995

FOURTH: Adoption of Amendment(s) (check one)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
(voting group)

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 16 day of MARCH, 19 95

Signature Anthony D. Richardson
(By the Chairman or Vice Chairman of the Board of Directors,
President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors.)

OR

(By an incorporator if adopted by the incorporators)

ANTHONY DEAN RICHARDSON
Typed or printed name

PRESIDENT
Title

95 MAR 22 PM 2:23
TALLAHASSEE, FLORIDA

FILED