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FLORIDA DEPARTMENT OF STATE

96 MAR 29 PM 3: 40

ARTICLES OF INCORPORATION FOR FLORIDA NONPROFIT CORPORATION

SECRETARY OF STATE TALLAHASSEE, FLORIDA

First:

The corporate name that satisfies the requirements of Section 617,0401 is:

CHECKERS ADVERTISING COOPERATIVE ASSOCIATION OF

GAINESVILLE, INC.

Second:

The purpose for which the corporation is organized is: To conduct cooperative

promotional acting among its members.

To transact any and all lawful act or activity.

Third:

The address of the principal office and the mailing address of the

corporation is:

600 Cleveland Street, 8th Floor Clearwater, Florida 34615

Fourth:

The street address of the initial registered office of the corporation is:

c/o C T Corporation System 1200 South Pine Island Road Plantation, Florida 33324

The name of the initial registered agent at such address is:

C T Corporation System

Fifth:

This corporation is organized under a non-stock basis.

Sixth:

The manner in which the directors are to be elected shall be stated in the

bylaws.

Seventh:

The number of directors constituting the initial board of directors of the

corporation is three (3) and the names and addresses of the persons who

are to serve initially are:

Albert J. DiMarco

600 Cleveland Streat, 8th Floor Clearwater, Florida 34615

Keith Kinsey

600 Cleveland Street, 8th Floor

Clearwater, Florida 34815

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James T. Holder

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600 Claveland Street, 8th Floor Clearwater, Florida 34615

SECRETARY OF STATE TALLAHASSEE, FLORIDA

Eighth:

The name and address of each incorporator is:

Tora Fewell 680 East Jefferson Street Tallahassee, Florida 32301

The undersigned has executed these articles of incorporation:

This 29th day of March, 1998.

Having been named as registered agent and to receive service of process for the above stated corporation at the place designated in these provisions, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C T CORPORATION SYSTEM

Dated: March 29, 1998.

CONNIE BRYAN

252 416 OTEB

SPECIAL ASSISTANT SECRETARY

P.09

SP:01 9681-62-E0

N9600001722

| AmeriLawyer® | | |
|---|-----------------|--|
| (Requestor's Name) 343 ALMERIA AVENUE | | |
| CORAL GABLES, FL 33134 - (305) 445-2700 | OFFICE USE ONLY | |
| (City, State, Zip) (Phone #) | OTTICE BOE ONE! | |

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known): (Corporation Name) (Document #) (Document #) (Corporation Name) (Document #) Pick up time Certified Copy Mail out Will wait Photocopy Certificate of Status **NEW FILINGS AMENDMENTS** Profit Amendment NonProfit Resignation of R.A., Officer/Director Limited Liability Change of Registered Agent Domestication Dissolution/Withdrawal Other Merger REGISTRATION/ OTHER FILINGS QUALIFICATION Annual Report

Examiner's Initials

Foreign

Other

Limited Partnership

Reinstatement Trademark

Fictitious Name

CR2E031(10/92)

Name Reservation



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Socretary of State

December 16, 1996

AMERILAWYER

CORAL GABLES, FL 33134

SUBJECT: TENDER ESSENCE, INC.

Ref. Number: N96000001722

We have received your document for TENDER ESSENCE, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If there are <u>NO MEMBERS ENTITLED TO VOTE</u> on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

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) 487-6880.

Karen Gibson Corporate Specialist

Letter Number: 796A00055981

96 DEC 20 AH II: 27 DIVISION OF CORPGRATION

ARTICLES OF AMENDMENT SO PHILE TO

ARTICLES OF INCORPORATION

OF

TENDER ESSENCE, INC.

Pursuant to the provisions of section 617.1002, Florida Statutes, this corporation adopts the following Articles of Amendments to its Articles of Incorporation:

FIRST: Article 4 of the Articles of Incorporation provides:

President:

Sheila M. Francis Judith Carter

Vice-President: Secretary:

Sherry Leconte

Treasurer:

Andrew Reed

whose addresses shall be the same as the principal address of the Corporation.

SECOND: Article 4 shall be amended to state:

President:

Sheila M. Francis

Vice-President:

Jeffrey Miley and Tia Rene Dobard

Secretary:

Mavis Allen

Treasurer:

Brenda Malov

whose addresses shall be the same as the principal address of the

Corporation.

THIRD: Article 7 of the Articles of Incorporation states Director(s) as:

Sheila M. Francis

Katherine Butler

Jeffrey Miley

Sherry Leconte

Judith Carter

Marsha McClendon

Pearl Reed

Suzzette Morris

Andrew Reed



FOURTH: Article 7 shall be changed to state Director(e) as:

Shoila M. Francis
Androw Rood
Joffray Miley
Katherine Butler
Virginia Haynes
Sara Miley
Brenda Maley
Joan Sergio
Tia Rone Dobard
Mavis Allen

Pearl Roed Marsha McClendon

whose addresses shall be the same as the principal address of the Corporation.

FIFTH: The date of the adoption of this amendment is the 19 November 1996.

The amendment was adopted by the Board of Directors, through a resolution set forth by this Amendment. Said Resolution was submitted to a vote at a Special Meeting of all Members. The Amendment was adopted unanimously by all Members at such meeting.

SEVENTH: This amendment shall be effective upon the filing with the Secretary of State of Florida.

Signed this 20 November 1996.

Shella M. Francis, Chairman of the Board of Directors

14496.AM

SIXTH:

Secretary of State

May 1, 1997

TENDER ESSENCE, INC. P.O. BOX 1476 DELRAY BEACH, FL 33447-1476 US

SUBJECT: TENDER ESSENCE, INC.

Ref. Number: N96000001722

Debit Memo #: 6697-C

This is to inform you that check #0290 in the amount of \$75.00 submitted with the annual report for TENDER ESSENCE, INC. has been returned by your bank because of NON-SUFFICIENT FUNDS.

We request you remit a cashier's check or money order, referencing the above named debit memo number, in the amount of \$85.00 made payable to the Department of State to cover the unpaid fees and service charge.

Section 607.1421 or 617.1421, Florida Statutes, requires at least 60 day notice of our intent to administratively dissolve or revoke your corporation for failure to filethe annual report and pay the filing fee. Consider this your 60 day notice if the payment is not received, your corporation will be administratively dissolved or revoked on or after July 1, 1997 and a reinstatement fee of an additional \$175 will be imposed to reactivate the corporation.

Please send the replacement check to my attention at the address listed below.

If you have any questions concerning the filing of your document, please call (904) 487-6057.

Pat Bailey Accountant I

Letter Number: 797A00022784

N96000017222

June 25, 1997

300002223263--B -06/25/97--01117--014 *****85.00 *****85.00

REPLACEMENT FEE 1997

ANNUAL REPORT: TENDER ESSENCE, INC.

DEBIT MEMO: # 6697-C

CHECK #: 0290