



ACCOUNT NO. : 0721000000032

REFERENCE : 676351 9153A

AUTHORIZATION :

COST LIMIT : \$ 70.00

*Patricia Pizit*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 APR 26 PM 5:37

ORDER DATE : April 26, 2000

ORDER TIME : 1:26 PM

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ORDER NO. : 676351-005

CUSTOMER NO: 9153A

CUSTOMER: Jerry C. Cobb, Esq  
JERRY C. COBB ATTORNEY AT LAW  
JERRY C. COBB ATTORNEY AT LAW  
Suite 206-207  
501 So. Ft. Harrison Avenue  
Clearwater, FL 33756

DOMESTIC FILING

NAME: FLEMING'S DIRECT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

RECEIVED  
00 APR 26 PM 3:13  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*gn 4/26/00*

00 APR 26 PM 5:37

**ARTICLES OF INCORPORATION**

**of**

**FLEMING'S DIRECT, INC.**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

**ARTICLE I. NAME**

The name of the corporation shall be:  
**FLEMING'S DIRECT, INC.**

**ARTICLE II. PLACE OF BUSINESS**

The principal place of business of this corporation shall be 1166 4th Street South, St. Petersburg, FL 33701, and the mailing address of the corporation shall be the same.

**ARTICLE III. NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE IV. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

**ARTICLE V. REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the corporation shall be 1166 4th Street South, St. Petersburg, FL 33701 and the name of the initial registered agent of the corporation at that address is LEE FLEMING.

**ARTICLE VI. TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VII. INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is: LEE FLEMING, 3975 Wilshire Circle East, Sarasota, FL 34238

**ARTICLE VIII. PREEMPTIVE RIGHTS**

Every shareholder upon the offering for sale of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price and upon the terms at which it is offered to others by the Corporation.

**ARTICLE IX. DIRECTORS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors. This corporation shall have three (3) directors, initially. The names and addresses of the initial members of the Board of Directors who shall hold office until the first annual meeting of shareholders or until their successors are sooner elected or appointed are:

LEE FLEMING, 3975 Wilshire Circle East, Sarasota, FL 34238

JIMMY AVIRAM, 1500 Second Street South, St. Petersburg, FL 37701

ROBERT WILLIAMS, 1409 N. Ft. Harrison Ave., Unit H, Clearwater, FL 33755

IN WITNESS WHEREOF, the undersigned LEE FLEMING has hereunto set his hand this 25<sup>th</sup> day of April, 2000.

  
LEE FLEMING

# 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: FLEMING'S DIRECT, INC.

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

LEE FLEMING

(Name)

1166 4th Street South

(P.O. Box not acceptable)

St. Petersburg, FL 33701

(City/State/Zip)

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*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.*

*Lee Fleming*  
(Signature)

Lee Fleming

April 25, 2000

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL