

P01000002706

MATTHEW S. MUDANO, P.A.

Attorney and Counselor at Law  
Manufacturers Bank Building  
4144 North Armenia Avenue  
Suite 300  
Tampa, Florida 33607

FILED  
01 JAN - 8 PM 4:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Board Certified  
Civil Trial Lawyer

Telephone: (813) 877-6000  
Facsimile: (813) 877-3300

January 3, 2001

Sent Federal Express  
Tracking No. 822671409346  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: P & D Sales, Inc.  
New Corporate Filing

200003452542--6  
-11/06/00--01041--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for Mailbox Flags R Us, Inc. and your letter of November 6, 2000 giving us 60 days to resubmit the Articles. Also, is a copy of our check dated November 3, 2000 for \$78.75 for the filing fee.

Please return a conformed copy of the Articles of Incorporation once you have completed the necessary filing procedures.

If you have any questions or require additional information, please do not hesitate to call me.

Sincerely,

Patricia White, Paralegal for  
MATTHEW S. MUDANO

MSM:pw  
Enclosures

03551544  
200-26584



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

November 6, 2000

MATTHEW S. MUDANO, ESQ.  
MANUFACTURERS BANK BUILDING  
4144 N. ARMENIA AVE., STE. 33607  
TAMPA, FL 33607

SUBJECT: P & D SALES, INC.  
Ref. Number: W00000026584

We have received your document for P & D SALES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

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.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of 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 (850) 487-6972.

Doris Brown  
Document Specialist

Letter Number: 400A00057528

**ARTICLES OF INCORPORATION**

**OF**

**MAILBOX FLAGS R US, INC.**

**FILED**  
**01 JAN -8 PM 4:33**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

WE, THE UNDERSIGNED, hereby certify that we have associated ourselves together for the purpose of establishing a corporation under and in accordance with the provision of Chapter 607 Florida Statutes, providing for the information, rights and privileges and immunities of the corporation for profit and in pursuance of the terms of said Statutes, we hereby declare and certify as follows:

**ARTICLE I - NAME**

The name of this corporation shall be Mailbox Flags R Us, Inc. The mailing address of the corporation shall be 22380 Ensenada Way, Boca Raton, Florida 33933.

**ARTICLE II - DURATION**

This Corporation shall exist in perpetuity.

**ARTICLE III - PURPOSE**

This Corporation is organized for the following purposes:

- (a) To engage in every aspect of sales and marketing and all of its field of specialization.
- (b) To engage and render sales and marketing services involved through its officers, agents, and employees.
- (c) To invest its funds in real estate, mortgages, stocks, bonds, and any other type of investments permitted by law.
- (d) To own real and personal property necessary for the rendering of services hereby authorized.
- (e) To engage in all other businesses allowed by law.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 100 shares of common stock with a par value of \$1.00.

## ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 9304 Deer Creek Drive, Tampa, Florida and the name of the registered agent of this corporation is Paul Dyer.

## ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

NAME	ADDRESS
Paul Dyer	9304 Deer Creek Drive, Tampa, Florida 33647
Daniel Lobato	22380 Ensenada Way, Boca Raton, Florida 33933

## ARTICLE VII - INCORPORATORS

The name and address of the persons signing these Articles of Incorporation are:

NAME	ADDRESS
Paul Dyer	9304 Deer Creek Drive, Tampa, Florida 33647

## ARTICLE VIII - STOCKHOLDERS

NAME	ADDRESS
Paul Dyer	9304 Deer Creek Drive, Tampa, Florida 33647
Daniel Lobato	22380 Ensenada Way, Boca Raton, Florida 33933

## ARTICLE IX - OFFICERS

The names and addresses of the Officers, who are subject to the provisions of these Articles, By-Laws and Laws of the State of Florida, shall hold office for the first year of this corporation's existence or until their successors are elected, and have qualified are as follows:

NAME	ADDRESS
Paul Dyer, President & Secretary	9304 Deer Creek Drive, Tampa, Florida 33647
Daniel Lobato, Vice President & Treasurer	22380 Ensenada Way, Boca Raton, Florida 33933

## ARTICLES X- PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which they already holds, shall have the right to purchase their pro rata share thereof at the price at which it is offered to others.

## ARTICLE XI - BUY BACK

If a shareholder, or anyone receiving shares by sale or inheritance, desires to sell their stock during their lifetime, he shall give the other stockholder and the Secretary of the Corporation written notice of such desire, and the other stockholder shall have the right to purchase such stock at any time within sixty (60) days after such notice at such terms as the selling stockholder may be offering.

## ARTICLE XII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Stockholders.

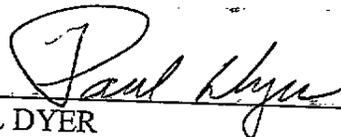
## ARTICLE XIII - SPECIAL PROVISIONS

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as a Sub-chapter "S" corporation.

## ARTICLE XIV - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 31 day of October, 2000.

  
\_\_\_\_\_  
PAUL DYER  
President

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned, having been designated as Registered Agent for the service of process within the State of Florida, upon PAUL DYER, does hereby accept the appointment as such agent for the above named Corporation. The address of such Corporation is 22380 Ensenada Way, Boca Raton, Florida 33933. The address of the Registered Agent is 9304 Deer Creek Drive, Tampa, Florida 33547.

IN WITNESS WHEREOF, the name and seal of said Registered Agent hereto is affixed at Tampa, Hillsborough County, Florida, this 31 day of October, 2000.

Signed, sealed and delivered in the presence of:

Elizabeth Sartin

Elizabeth Sartin  
Print Name of Witness

Michael Eder

Michael Eder  
Print Name of Witness

Paul Dyer  
PAUL DYER  
Registered Agent

FILED  
01 JAN - 8 PM 4:33  
SECRETARY OF STATE  
HILLSBOROUGH COUNTY, FLORIDA

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 31 day of October, 2000, by PAUL DYER, who is personally known to me.

Elizabeth Sartin  
Notary Public, State of Florida at Large

Elizabeth K. Sartin  
Printed Name

NOTARY PUBLIC - STATE OF FLORIDA  
ELIZABETH K. SARTIN  
COMMISSION # CC673027  
EXPIRES 8/18/2001  
BONDED THRU ASA 1-888-NOTARY1

My Commission Expires: 8/18/2001

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 21 day of  
October, 2000, by PAUL DYER, who is personally known to me.

NOTARY PUBLIC - STATE OF FLORIDA  
ELIZABETH K SARTIN  
COMMISSION # CC673027  
EXPIRES 8/18/2001  
BONDED THRU ASA 1-888-NOTARY1

  
Notary Public, State of Florida at Large

Elizabeth K. Sartin  
Printed Name

My Commission Expires: 8/18/2001