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May 20, 2002

**EXPRESS MAIL EL 863326677 US
RETURN RECEIPT REQUESTED**

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

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 MAY 23 PM 12:34

Re: PROMERCITY, INC.

Dear Sir/Madam:

900005599439--7
-05/23/02-01033--003
*****78.75 *****78.75

Enclosed please find an original and two (2) copies of the articles of incorporation for Promercity, Inc., along with a check in the amount of \$78.75 for the filing fee.

If you have any questions regarding any of the above, please contact me at (813) 221-1366.

Sincerely yours,

MANEY & GORDON, P.A.

RICHARD HENRY MANEY
Attorney at Law

RHM:pap
Enclosures: Articles of Incorporation
Firm Check for \$78.75

F. GHESSER MAY 23

**ARTICLES OF INCORPORATION OF
PROMERCITY, INC.**

The undersigned, desiring to form a corporation for profit pursuant to the laws of the State of Florida, does hereby certify as follows:

ARTICLE ONE

The name of this corporation shall be: **PROMERCITY, INC.**

ARTICLE TWO

The general nature of the business to be transacted by the corporation and the purpose for which it is formed are to be as follows:

- (a) To market products and services to businesses.
- (b) To do any activity as a corporation organized under Chapter 607 of the Florida Statutes may now or hereafter lawfully do, to do, and for the accomplishment of any of the purposes or the attaining of any of the objects enumerated in these Articles of Incorporation, or any of the amendments hereof, either as principal or agent, and individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more objects herein enumerated, or designed directly or indirectly to promote the interest of this corporation or to enhance it and carry on any and every lawful activity in any manner whatsoever not prohibited by law, whether or not the same be necessary or incident to the attainment of the objects of this corporation, or whether or not such activity is similar in nature to the objects set forth in these Articles of Incorporation or any and all powers, rights, and privileges which a corporation may now or hereafter be organized, authorized, or empowered to do or exercise under Chapter 607 of the Florida Statutes, or under any act amendatory thereto, supplemental thereto, or substituted therefore.

The foregoing paragraph shall be construed as enumerating the purposes, objects, and powers of this corporation and no recitation, expression or declaration of specific powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressed and declared that all other lawful powers not inconsistent herewith are hereby included.

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TALLAHASSEE, FLORIDA
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ARTICLE THREE

The term for which this corporation shall exist shall be perpetual.

ARTICLE FOUR

The maximum amount of capital stock that the corporation is authorized to have outstanding shall be 1,000 shares at a par value of \$1.00 per share, each share of which shall entitle the owner thereof to one vote at any meeting of the stockholders. The whole or any part of the capital stock of this corporation shall be payable as lawful money of the United States of America, or property, at a just valuation to be fixed by the stockholders.

ARTICLE FIVE

The beginning capital of this corporation shall be \$1,000.00

ARTICLE SIX

The initial board of directors shall consist of no more than five directors. The directors shall be elected annually by the shareholders of the firm. Any director may be removed by majority vote of the shareholders.

ARTICLE SEVEN

The street address in the State of Florida of the principal office of the corporation is:
5216 Hope Lane
Spring Hill, Florida 34606

ARTICLE EIGHT

The business of the corporation shall be managed by its officers, who shall be elected annually by the stockholders of the corporation. The initial officers of the corporation shall be as follows:

PRESIDENT:	Peter Bedell
VICE PRESIDENT:	Peter Bedell
SECRETARY:	Peter Bedell
TREASURER:	Peter Bedell

ARTICLE NINE

Any profits earned by the corporation shall be divided among the stockholders on a prorated basis according to each stockholder's shareholdings.

ARTICLE TEN

The name and address of the person signing these Articles of Incorporation as subscriber is as follows:

RICHARD H. MANEY
101 E. Kennedy Boulevard, Suite 3170
Tampa, Florida 33602

ARTICLE ELEVEN

The registered agent and registered office of this corporation shall be:

PETER BEDELL
5216 Hope Lane
Spring Hill, Florida 34606

ARTICLE TWELVE

The sale of common stock of the corporation shall be restricted except by mutual agreement of all stockholders.

ARTICLE THIRTEEN

In the event of issuance or sale of corporate shares, the existing stockholders shall have preemptive rights thereto.

IN WITNESS WHEREOF, the undersigned has made, subscribed, and acknowledged these Articles of Incorporation this _____ day of May, 2002.


SUBSCRIBER

ACCEPTANCE OF DESIGNATION OF RESIDENT AGENT

I, Peter Bedell, hereby accept designation as Resident Agent on this 20 day of May, 2002.

Peter Bedell
PETER BEDELL

STATE OF FLORIDA)
)
COUNTY OF HILLSBOROUGH)

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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I HEREBY CERTIFY that on this day before me, a Notary Public authorized in the State and County aforesaid to take acknowledgements, personally appeared PETER BEDELL, who executed the foregoing Articles of Incorporation as subscriber and Resident Agent respectively, and he acknowledged before me that he signed the same and uses and purposes therein set forth.

WITNESS my hand and official seal this 20th day of May, 2002.

[Signature]
NOTARY PUBLIC

My Commission Expires:
My Commission CC882439
Expires October 24, 2003