

Marc Stockwell and Associates
1945 Crystal Downs Ct.
Oviedo, FL 32765

PD2000112831

FILED
02 OCT 18 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 13, 2002

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

200007168192--6
-08/16/02--01050--004
*****78.75 *****78.75

RE: Articles of Incorporation

Dear Sirs:

Enclosed is a check for the filing of Articles of Incorporation for "Marc Stockwell and Associates", check # 461 for \$ 78.75, which includes filing fee.

Please send certified copy of the Articles to our new address, as follows:

Marc Stockwell and Associates
1945 Crystal Downs Ct.
Oviedo, FL 32765
(407) 359-7224

Thank you for your consideration and attention.

Sincerely,



Marc Stockwell

W02-23944

10-21-02
Dg

~~10-21-02~~
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FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

August 19, 2002

MARC STOCKWELL
1945 CRYSTAL DOWNS CT
OVIEDO, FL 32765

SUBJECT: MARC STOCKWELL AND ASSOCIATES
Ref. Number: W02000023944

We have received your document for MARC STOCKWELL AND ASSOCIATES and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

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) 245-6930.

Donna Graves
Document Specialist
New Filing Section

Letter Number: 902A00048728

10-16-02
Talk to Marc, he is making corrections
+ returning

ARTICLES OF INCORPORATION

OF

Marc Stockwell and Associates, *Iwc*.

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TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of the Corporation shall be:

Marc Stockwell and Associates, *Iwc*.

And the street address is:

1945 Crystal Downs Ct.

Oviedo, FL 32765

ARTICLE II
PURPOSE

The purpose for which the corporation is formed and the business and objects to be carried on

and promoted by it are as follows:

- (a) To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.
- (b) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE III **CAPITAL STOCK**

The maximum number of shares that this corporation is to have outstanding at any one time is 1,000 shares of common stock, having a nominal or par value of \$1.00 per share. The Consideration to be paid for each share shall be fixed by the Board of Directors but in no event shall be less than ten cents per share or its equivalent.

ARTICLE IV **TERM**

This corporation shall commence on the date of filing.

ARTICLE V **REGISTERED AGENT AND REGISTERED OFFICE**

The registered agent for this corporation shall be Marc Stockwell and the registered office shall be located at 1945 Crystal Downs Ct., Oviedo, FL. 32765 or such other place as the Board of Directors shall from time to time direct, with appropriate notice being given to the Secretary of State in accordance with the law.

ARTICLE VI **DIRECTORS**

This corporation shall not have less than one (1) nor more than nine (9) as set forth in the By-Laws. The name and address of the first Board of Directors of this corporation who, subject to these Articles of Incorporation, By-Laws of this corporation and the laws of the State of Florida, shall hold office until his successors have been elected and qualified is:

NAME



Marc Stockwell

ADDRESS

1945 Crystal Downs Ct.

Oviedo, FL. 32765

ARTICLE VII
SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is: Marc Stockwell, 1945 Crystal Downs Ct., Oviedo, FL 32765

ARTICLE VIII
SPECIAL PROVISION

Any action by the Board of Directors of this corporation which is within their power taken at a meeting of such directors shall be for all intents and purposes whether or not lawful notice of said meeting shall have been given to all directors as required by law or by the By-Laws of this corporation, if at any time prior to, during or subsequent to such meeting, all directors shall execute a waiver of notice of such meeting in writing and providing a majority of the directors shall have approved or approved the action taken at such meeting.

When not prohibited by law, any action by the shareholders of this corporation which is within their power taken at a meeting of such shareholders shall

be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all shareholders as required by law or in the By-Laws of this corporation. If at any time prior to, during or subsequent to such meeting, all shareholders shall execute a waiver of notice of such meeting in writing and providing a majority of the shareholders shall have approved or approve the action taken at such meeting.

When not prohibited by law, any action by the shareholders of this corporation may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the secretary of the corporation as part of the corporate records. Such consent shall have the same force and effect as the unanimous vote of the shareholders and may be stated as such in any certificate or document filed with the Department of State of the State of Florida or any other governmental agency of any state, county or nation or with any private organization, corporation, person or persons.

Nothing in this Article shall be construed to allow any action of the Board of Directors to be approved by less than a majority of said directors to be approved by less than a majority of said directors, or wherever a greater vote is required by law or in the By-Laws, by that vote.

Nothing in this Article shall be construed to allow any action of the shareholders to be approved by less than a majority of said shareholders, or wherever a greater vote is required by law or in the By-Laws, by that vote.

ARTICLE IX

INSPECTION OF BOOKS AND RECORDS

The corporation shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the corporation (other than the stock book) or any of them shall be open to inspection of shareholders; and no shareholder shall have any right of inspecting any account, book or document of this corporation except as conferred by statute, unless authorized by a resolution of the shareholders or the Board of Directors.

ARTICLE X

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every officer and director of the corporation shall be indemnified by the corporation, as permitted by law, against all expenses and liability, including counsel fees reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been an officer or director at the time such expenses are incurred. The forgoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such officer or director may be entitled.

ARTICLE XI

TELEPHONE MEETING AUTHORIZED

Members of the Board of Directors or of any Executive Committee designated by the Board of Directors in accordance with law shall be deemed present at any meeting of the Board of Directors or Executive Committee, as the case may be, if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear and be heard by all persons is used.

ARTICLE XII AMENDMENTS


These Articles of Incorporation may be amended in the manner and with the vote provided by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Oviedo, Seminole County,

Florida this 13 day of August, 2002.

ARTICLE XII - B QUOTATION

Let it be known this day and forward that everything that Marc Stockwell sets his hand to, so will it prosper according to the scripture in Genesis 39:3.



MARC STOCKWELL

STATE OF FLORIDA)

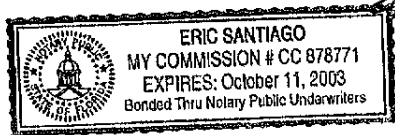
COUNTY OF SEMINOLE)

*I HEREBY AM FAMILIAR WITH AND
ACCEPT THE DUTIES AND RESPONSIBILITIES AS
REGISTERED AGENT.*



BEFORE ME., the undersigned authority, this day personally appeared Marc Stockwell, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation of Marc Stockwell and Associates and that he acknowledged before me that he signed and executed the same for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in Oviedo, Seminole County, Florida this 13 day of August, 2002.




Notary Public State of Florida

My Commission Expires:

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STATE
TALLAHASSEE, FLORIDA