

JAN-21-03 9:23 AM FLEET, SPENCER, ET AL

FAX NO. 850 650 1499

P 1

Division of Corporations

Page 1

P0300007237

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H03000026455 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : H. BART FLEET
Account Number : I20020000170
Phone : (850) 651-9944
Fax Number : (850) 651-6084

FILED
03 JAN 21 PM 5:27
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

AMERICAS MERCHANDISE ENTERPRISE, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

(H03000026455 3)

FILED
03 JAN 21 PM 4:27
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
AMERICAS MERCHANDISE ENTERPRISE, INC.**

The undersigned, for the purpose of creating a corporation under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

ARTICLE ONE

CORPORATE NAME AND PRINCIPAL OFFICE

The name of the corporation is AMERICAS MERCHANDISE ENTERPRISE, INC. and its principal office and mailing address is 18 Lake Lorraine Circle, Shalimar, FL 32579.

ARTICLE TWO

NATURE OF BUSINESS

The purpose of the corporation is to do any and all lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE THREE

CAPITAL STOCK

The corporation is authorized to issue Ten Thousand (10,000) shares of stock with a par value of one dollar (\$1.00) each. Such stock shall be of a single class.

(H03000026455 3)

(H03000026455 3)

ARTICLE FOUR

TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing upon the filing of these articles.

ARTICLE FIVE

REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The initial registered agent is WILLIAM G. KILPATRICK, JR. and the initial registered office of the corporation is 35008 Emerald Coast Parkway, Suite 202, Destin, FL 32541.

ARTICLE SIX

BOARD OF DIRECTORS

The names and addresses of the initial board of directors of the corporation are as follows:

Bob Oestreich
18 Lake Lorraine Circle
Shalimar, FL 32579

Director
President, Secretary, Treasurer

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successor(s) is/are elected or appointed and has/have qualified, whichever occurs first.

ARTICLE SEVEN

INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

(H03000026455 3)

(H03000026455 3)

ARTICLE EIGHT

REMOVAL OF DIRECTOR

Any director may be removed with or without cause by a vote of the holders fifty-one percent (51%) of the shares then entitled to vote at a special meeting of the shareholders called for that purpose.

ARTICLE NINE

SHAREHOLDER QUORUM

The presence, in person or by proxy, of shareholders holding of record fifty-one percent (51%) of the total number of shares of the Corporation, then issued and outstanding and entitled to vote, shall be necessary and sufficient to constitute a quorum for the transaction of any business at any meetings of shareholders of the Corporation.

ARTICLE TEN

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

(H03000026455 3)

(H03000026455 3)

ARTICLE ELEVEN

INCORPORATOR

The name and address of the incorporator is :

William G. Kilpatrick, Jr.
35008 Emerald Coast Parkway, Suite 202
Destin, FL 32541

IN WITNESS WHEREOF, the undersigned incorporator does hereby execute these

Articles on this 21st day of January, 2003.


WILLIAM G. KILPATRICK, JR., Incorporator

(H03000026455 3)

(H03000026455 3)

ACCEPTANCE BY THE REGISTERED AGENT

I, WILLIAM G. KILPATRICK, JR., hereby accept appointment as registered agent for the corporation AMERICAS MERCHANDISE ENTERPRISE, INC., and acknowledge my acceptance with my signature below on this 21ST day of January, 2003.


WILLIAM G. KILPATRICK, JR., Registered Agent

F:\Bills\B. Oestreich\AES, INC\Art of Org.wpd

(H03000026455 3)

FILED
03 JAN 21 PM 4:27
SECRETARY OF STATE
TALLAHASSEE FLORIDA