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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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(Business Entity Name)

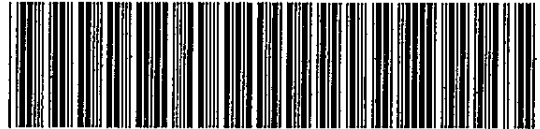
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05/21/04--01052--021 \*\*78.75

**EFFECTIVE DATE**

5/14/2001

FILED

05 MAY 21 PM 3:17

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**TRANSMITTAL LETTER**

05/08/04

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

**SUBJECT: HONOR ROLL DISTRIBUTORS, INC.**

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for \$78.75.

FROM: Kim J. Herzog  
6031 12<sup>th</sup> Avenue SW  
Naples, FL 34116  
(239) 430-2060

**ARTICLES OF INCORPORATION  
OF  
HONOR ROLL DISTRIBUTORS, INC.**

K. H.

**PREAMBLE**

We the undersigned Subscribers, natural persons, competent to contract, do hereby associate ourselves under the following Articles of Incorporation, and form a Corporation under the laws of the State of Florida.

**ARTICLE I**  
**NAME**

The name of the Corporation shall be Honor Roll Distributors, Inc.

**ARTICLE II**  
**PRINCIPAL ADDRESS AND MAILING ADDRESS**

The principal address of the Corporation is 6031 12<sup>th</sup> Avenue SW, Naples, Florida 34116 and the mailing address of the Corporation is 6031, Naples, Florida 34116

**ARTICLE III**  
**PURPOSES**

The purpose for which the Corporation is formed and the business and objects to be carried on and promoted are:

To transact any or all lawful business for which Corporations may be incorporated under Chapter 607, Florida Statutes.

**ARTICLE IV**  
**TERM OF EXISTENCE**

This Corporation shall exist perpetually beginning five(5) days prior to the date of the filing of these Articles of Incorporation.

EFFECTIVE DATE  
5/14/2004

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLE V**  
**REQUIRED CAPITAL**

This Corporation shall begin business with capital of not less than One Hundred Dollars(\$100.00).

**ARTICLE VI**  
**CAPITAL STOCK**

This Corporation shall be authorized to have outstanding at any one time a maximum of One Thousand(1,000) Shares of Common Stock, having a par value of one dollar (\$1.00) per share.

The consideration to be paid for each share of stock shall be fixed by the Board of Directors, but in no event shall it be less than one dollar (\$1.00) per share.

**ARTICLE VII**  
**DIRECTORS**

The Business of this Corporation shall be conducted by a Board of Directors consisting of not less than Two(2) nor more than Six(6) Directors as set forth in the By-Laws

The names and street addresses of the first Board of Directors of this Corporation, who, subject to the Articles of Incorporation and the By-Laws of this Corporation, and the laws of the State of Florida, shall hold office until their successors have been elected and qualified are:

| <b><u>NAME</u></b> | <b><u>ADDRESS</u></b>                               |
|--------------------|-----------------------------------------------------|
| Kim J. Herzog      | 6031 12 <sup>th</sup> Avenue SW<br>Naples, FL 34116 |
| Eileen Herzog      | 6031 12 <sup>th</sup> Avenue SW<br>Naples, FL 34116 |

**ARTICLE VIII**  
**SUBSCRIBERS**

The names and street addresses of the Subscribers of the Articles of Incorporation are as follows:

| <b><u>NAME</u></b> | <b><u>ADDRESS</u></b>                               |
|--------------------|-----------------------------------------------------|
| Kim J. Herzog      | 6031 12 <sup>th</sup> Avenue SW<br>Naples, FL 34116 |
| Eileen Herzog      | 6031 12 <sup>th</sup> Avenue SW<br>Naples, FL 34116 |

**ARTICLE IX**  
**REGISTERED AGENT AND OFFICE**

The Registered Agent for this Corporation shall be Kim J. Herzog and the Registered Office shall be located at 6031 12<sup>th</sup> Avenue SW, Naples, Florida 34116 or such other person or 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 X**  
**SPECIAL PROVISIO**

Any action by the Board of Directors of this Corporation which is within their powers taken at a meeting of the Board of Directors shall be valid 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 meetings all Directors shall execute a Waiver of Notice of such meeting in writing, and providing a majority of the Directors shall have approved or approve the action taken at such meeting.

When not prohibited by law, any action of 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 act of the Board of Directors to be approved by less than a majority of said Shareholders or whatever a greater vote is required by law or in the By-Laws by that vote.

#### **ARTICLE XI** **TELEPHONE MEETINGS SUMMARIZED**

Members of the Board of Directors or any executive committee designated by the Board of Directors in accordance with the 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 other persons is used.

#### **ARTICLE XII** **INSPECTION OF BOOKS AND RECORDS**

The Corporation shall from time to time determine whether and to what extent and at what time and place 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 Shareholders shall have any right of inspecting any account, book or document of this Corporation except as conferred by statutes, unless authorized by a resolution of the Shareholders or by the Board of Directors.

#### **ARTICLE XIII** **AMENDMENT**

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

**ARTICLE XIV**  
**PRE-EMPTIVE RIGHTS**

Every Shareholder upon the sale for cash of any new stock of this Corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

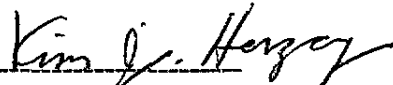
**ARTICLE XV**  
**INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Every Officer and Director of this Corporation shall be indemnified by the Corporation, as permitted by law, against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him or her in connection with any proceeding to which he or she may be part of or in which he or she may become involved by reason of his or her being or having been an Officer or Director of the Corporation, whether or not he or she is an Officer or Director at the time such expenses are incurred. The foregoing 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 XVI**  
**NOTICE OF ARTICLES OF INCORPORATION**  
**AND BY-LAWS**

The provisions of these Articles of Incorporation and amendments thereof and each and every Article and section thereof, and the provisions of the By-Laws and the amendments thereof, shall be considered a part of every contract and transaction to which this Corporation shall be a party. Every person, association and or Corporation dealing with this Corporation is hereby charged with notice and knowledge of the powers and limitations of powers of this Corporation.

**IN WITNESS WHEREOF**, I have hereunto set my hand and seal this 8th day of May 2004.

  
\_\_\_\_\_  
Kim J. Herzog

**STATE OF FLORIDA**

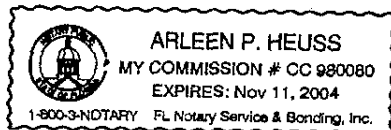
**COUNTY OF BROWARD**

**I HEREBY CERTIFY** that on this day the foregoing instrument was acknowledged before me by Kim J. Herzog, who is personally known to me or who has produced ----- as identification and who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

**IN WITNESS WHEREOF**, I have hereunto set my hand and official seal at Parkland, Florida, this 8th day of May 2004

  
**NOTARY PUBLIC STATE OF FLORIDA**

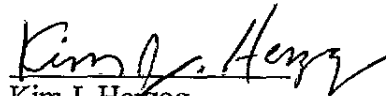
My Commission expires:



**CERTIFICATE OF ACCEPTING DESIGNATION  
AS  
REGISTERED AGENT**

**I HEREBY CERTIFY** that I have accepted the designation as  
Registered Agent of **HONOR ROLL DISTRIBUTORS, INC.** and agree as its  
Agent to accept service of process within the State Of Florida at its Registered Office.

Dated this 8th day of May 2004.

  
Kim J. Herzog

**FILED**  
**05 MAY 21 PM 3:17**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**