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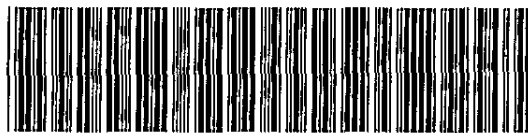
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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6/17/04

James L. Edwards
5196 41st Street South
St. Petersburg, FL 33711
Telephone: (727) 866-2583

June 15, 2004

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

Mailed Certified, with
Return Receipt Request

Re. Filing for MERITLINKS USA, INCORPORATED

Dear Sirs:

Enclosed is an original and two (2) copies of the articles of incorporation and designation of registered agent and my check for \$87.50 for the filing fee, a certified copy and a Certificate of Status for the above referenced corporation.

Sincerely,


James L. Edwards
Incorporator

Encl. Check # 1262 payable to Florida Department of State for
\$87.50 and the above described documents.

ARTICLES OF INCORPORATION
FOR
MERITLINKS USA, INCORPORATED

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I, the undersigned subscriber to these Articles of Incorporation, a natural person competent to contract and to subscribe to these Articles of Incorporation do hereby make and file these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida and United States of America.

ARTICLE I

The name of the corporation shall be:

MERITLINKS USA, INCORPORATED

ARTICLE II

The principle place of business and mailing address shall be:

5196 41st Street South
St. Petersburg, Florida 33711

ARTICLE III

The corporation shall have perpetual existence unless sooner dissolved by law.

ARTICLE IV

The purpose for which the corporation is organized is, to wit:

To engage in the business of rendering assistance to consumers by providing them access to a comprehensive list of local trades-people and other businesses that demonstrate a high level of consumer satisfaction and to rate such businesses according to their level of satisfactory performance and good workmanship, within and out of the State of Florida, and to conduct any and all other lawful business that may be in the interest to the corporation including retail and wholesale, and to manufacture, publish, purchase or otherwise acquire and dispose of, and to invest in, trade in, deal in, franchise, and with goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telephone, telegraph, or cemetery company, a building and loan association, mutual fire insurance company, a cooperative association, fraternal benefit society, state fair or exposition, and it is hereby expressly provided that the following enumeration of specific powers shall not be held to limit or restrict in any manner these general powers. Generally, to make and perform contracts of any kind and description

and for the purposes of attaining any of the objectives of this corporation and to generally do and perform any and all things necessary or incident to the performing or carrying out of the powers herein specifically described or implied, and to do any and all other things not prohibited by law that a corporation may legally do under the laws of the State of Florida and the United States of America.

ARTICLE V

The maximum number of shares of stock this corporation is authorized to have outstanding at any one time is one-thousand (1,000) shares of Common Stock, each share having the par value of one-dollar (\$1.00) and all stock shall be fully paid and non-assessable. The whole or any part of the capital stock of the corporation shall be payable in lawful money of the United States of America, or in property, labor or services to the corporation. Any stockholder, upon the sale for cash, labor, services or property, of any new stock by the corporation, of the same kind, class or series as that which the stockholder already holds, shall have the right to purchase a pro-rata share thereof.

ARTICLE VI

The amount of capital with which this corporation shall commence business shall be not less than five hundred (\$500.00) dollars.

ARTICLE VII

The corporation may have six (6) directors initially. All stockholders may be directors, and are entitled to vote their shares for the election of directors on a pro-rata basis, with one share equaling one vote. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be less than three (3) directors none of whom need be stockholders of the corporation. The first board of directors who, subject to the provisions of these Articles of Incorporation and the by-laws of the corporation, and the laws of the State of Florida and United States of America, shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified at a shareholders' meeting for that purpose.

ARTICLE VIII

The name and Florida post office address of the Registered Agent is:

NAME	ADDRESS
James L. Edwards	5196 41 st Street South St. Petersburg, Florida 33711

ARTICLE IX

Articles of Incorporation shall be amended in the manner provided by law and every amendment shall be approved by the Board of Directors, proposed by

them to the stockholders and approved at a stockholders' meeting by a majority of the shares of stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intent that a certain amendment of the Articles of Incorporation be made.

ARTICLE X

The name and post office address of the incorporator is:

NAME	ADDRESS
James L. Edwards	5196 41 st Street South St. Petersburg, Florida 33711

IN WITNESS WHEREOF, I, the undersigned, being the sole original subscriber to the capital stock herein before named have hereunto set my hand and seal this 14th day of June, 2004 for the purpose of forming this corporation to do business both within and without the State of Florida, do make and file in the office of the Secretary of State of the State of Florida these Articles of Incorporation, and do certify that the facts herein are true.

Signed:

James L. Edwards

State of Florida)
County of Pinellas)

I HEREBY CERTIFY that on this day, personally appeared the above named party, and he is known to me to be the person executing the foregoing Articles of Incorporation.

WITNESS my hand and seal this 14th day of June, 2004.

My commission expires:

Signed:

Trisha M. Hillis (SEAL)
Notary Public

TRISHA M. HILLIS
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # DD206356
EXPIRES 06/07/2007
BONDED THRU 1-888-NOTARY1

CERTIFICATE DESIGNATING
PLACE OF BUSINESS OR DOMICILE
FOR
THE SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA,
NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

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In compliance with Florida Statutes, the following is submitted:

First, that MERITLINKS USA, INCORPORATED with its place of business at 5196 41st Street South, St. Petersburg, Florida 33711 has named James L. Edwards, located at 5196 41st Street South, St. Petersburg, Florida 33711 as its agent to accept service of process within the State of Florida.

Signed:

Title: Subscriber

Date: This 14th day of June, 2004

Having been named to accept service of process for the above named corporation, I hereby agree to act in this capacity and do understand the responsibilities of this naming and further agree to comply with the provisions of all Florida Statutes governing obligations of Registered Agent.

Signed:

James L. Edwards
Registered Agent

Date: This 14th day of June, 2004

(Note: Payment of filing fee of \$ 87.50 designating Registered Agent has been sent with transmittal of filing of Articles of Incorporation for the above named corporation.)