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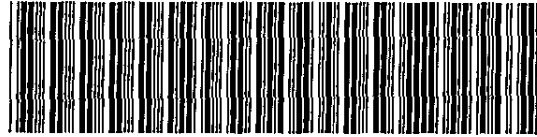
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TALLAHASSEE, FLORIDA

2005 MAR 28 P 2:34

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Elite Promotional Products, Inc.

March 17, 2005

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

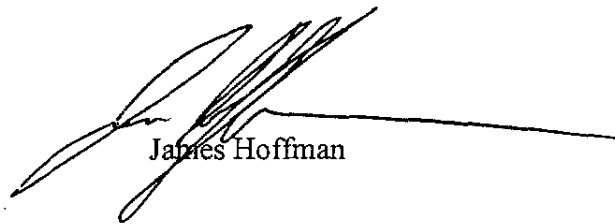
Re: Elite Promotional Products, Inc.

Dear Sir or Madam:

In connection with the referenced matter, we are enclosing an original and one copy of the Articles of Incorporation. Also enclosed is a check in the amount of \$87.50, which represents the filing fee, certified copy and Certificate of Status. Please forward the certified copy and Certificate of Status to my attention in the self-addressed stamped envelope enclosed for your convenience.

Should you have any questions regarding the enclosed, please call me.

Very truly yours



James Hoffman

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**ARTICLES OF INCORPORATION
OF
Elite Promotional Products, Inc.**

2005 MAR 28 P 2:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit). The undersigned, acting as a sole incorporator, adopts these Articles of Incorporation and forms a profit corporation Elite Promotional Products, Inc. (the "Corporation") under the Florida Business Corporation Act (the "Act"), as follows:

ARTICLE I NAME

The name of the corporation shall be Elite Promotional Products, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal office and mailing address on the date of the filing of these Articles of Incorporation is 2889 Los Altos Dr. #1, Belleair Bluffs, FL 33770.

ARTICLE III PURPOSE

The purpose for which the corporation is organized is to provide all lawful business in connection therewith.

ARTICLE IV SHARES

The corporation is authorized to issue 10,000 shares of \$.01 par value common stock, which will be designated Common stock.

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

The Corporation will have 1 director initially. The number of directors may be increased or decreased from time to time as provided by the bylaws of the Corporation, provided that the Corporation will always have at least one director. The name and address of the initial directors of the Corporation, who will serve until its successor(s) are duly elected and qualified, are:

Name:

James Hoffman

Address:

2889 Los Altos Dr. #1
Belleair Bluffs, FL 33770

ARTICLE VI REGISTERED AGENT

The street address of the initial registered office of the Corporation is 2889 Los Altos Dr. #1, Belleair Bluffs, FL 33770. The name of its registered agent at such address is James Hoffman.

ARTICLE VII INCORPORATOR

The name and address of the incorporator signing these Articles of Incorporation are:

Name:

James Hoffman

Address:

2889 Los Altos Dr. #1
Belleair Bluffs, FL 33770

ARTICLE VIII TERM OF EXISTENCE

The Corporation's existence commences on the date of the filing of these Articles of Incorporation with the Department of State of the State of Florida.

The corporation will have perpetual existence thereafter.

ARTICLE IX AFFILIATED TRANSACTION

The Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions as set forth in Section 607.0901 of the Act and, therefore, the terms of such section of the Act will not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

ARTICLE X AFFILIATED TRANSACTION

The Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions described in Section 607.0902 of the Act. Therefore, the terms and provisions of Section 607.0902 will not apply with respect to any control-share acquisition of any equity securities of the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

ARTICLE XI Bylaws

The power to adopt, alter, amend, or repeal bylaws will be vested in the Corporation's Board of Directors.

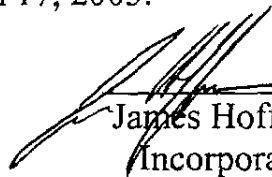
ARTICLE XII Indemnification

The Corporation will indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

ARTICLE XIII Amendment

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on March 17, 2005.

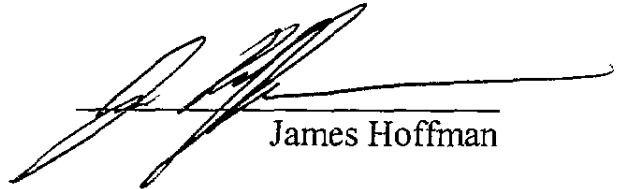

James Hoffman
Incorporator

ACCEPTANCE BY REGISTERED AGENT

I accept the appointment as Registered Agent of the Company to accept service of the process on its behalf, at the place designated in these Articles

of Organization. I am familiar with, and accept, the obligations of my position as registered agent as provided for the Act.

Dated: March 17, 2005



James Hoffman

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA