

PO80000236396

Florida Department of State
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COR AMND/RESTATE/CORRECT OR O/D RESIGN

NATIONWIDE MARKETING SOLUTIONS INC

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Oct 8, 2008
Restated Articles



October 6, 2008

FLORIDA DEPARTMENT OF STATE

Division of Corporations

NATIONWIDE MARKETING SOLUTIONS INC
8096 BURLINGTON COURT
LAKE WORTH, FL 33467

SUBJECT: NATIONWIDE MARKETING SOLUTIONS INC
REF: P08000026396

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

Please return 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) 245-6908.

Sylvia Gilbert
Regulatory Specialist II

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P.O. BOX 6327 - Tallahassee, Florida 32314

H08000230025

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

NATIONWIDE MARKETING SOLUTIONS, INC.

Pursuant to the provision of the Chapter 607 of the Florida Statutes, the Articles of Incorporation of Nationwide Marketing Solutions, Inc. were filed on March 12, 2008 for the purpose of forming a Florida corporation under the laws of the State of Florida.

The undersigned, pursuant to the provision of the Chapter 607 of the Florida Statutes, for the purposes of amending and restating the Articles of Incorporation of NATIONWIDE MARKETING SOLUTIONS, INC., do hereby submit the following as its Amended and Restated Articles of Incorporation of NATIONWIDE MARKETING SOLUTIONS, INC.. Upon such filing, these Amended and Restated Articles of Incorporation, shall supersede all prior Articles of Incorporation and amendments thereto, and these Amended and Restated Articles of Incorporation, including any further amendment or changes made, shall become the company's Articles of Incorporation.

ARTICLE I - CORPORATE NAME

The name of the Corporation is NATIONWIDE MARKETING SOLUTIONS, INC.

ARTICLE II - NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in the business of advertising, promoting, marketing, telemarketing, and sale of advertising, marketing, and promotion programs, for business entities and individuals, in all available media, and to make and carry out contracts of every kind and character that may be proper, incidental or conducive to the accomplishment of such purposes, and to transact any other lawful business allowed under the laws of the State of Florida.

The corporation shall exercise any and all powers that corporations have and may exercise under the laws of the State of Florida and as the same may be amended. To do all and everything necessary, suitable, or proper for the accomplishment of any of the purposes, the

Articles prepared by:
Sylvia Alarcon Sparler, Esq.
Florida Bar No. 900974
4200 South Dixie Highway
West Palm Beach, FL 33405
(561) 655-9400

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attainment of any of the objects, or the exercise of any of the powers herein set forth, either alone or in conjunction with other corporations, firms, individuals, and with principals or agents, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the above mentioned objects, purposes, or powers.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

Shares may be issued only for a consideration having value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and non-assessable.

ARTICLE IV - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V - REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The initial Registered Agent and the street address of the corporation in the State of Florida shall be:

HELMUT K. GOELLNITZ
4633 10th Avenue North, Lake Worth, FL 33463

ARTICLE VI - CORPORATION'S PRINCIPAL OFFICE

The initial principal office of the corporation shall be at 4633 10th Avenue North, Lake Worth, FL 33463. The Board of Directors may, from time to time, move the principal office of the corporation to any other address in the State of Florida.

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII - INITIAL DIRECTORS

The names of the initial director of this corporation and his street address is:
Erna W. Goellnitz, 4633 10th Avenue North, Lake Worth, FL 33463

Helmut K. Goellnitz, 4633 10th Avenue North, Lake Worth, FL 33463

The persons named as initial directors shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX - INITIAL OFFICERS

The names of the initial officers of this corporation and their street address

Erna W. Goellnitz, President, 4633 10th Avenue North, Lake Worth, FL 33463

Helmut K. Goellnitz, Vice-President, Treasurer and Secretary, 4633 10th Avenue North, Lake Worth, FL 3346.

The persons named as initial officers shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE X - ORIGINAL INCORPORATOR

The name and street address of the original initial incorporator was:

Robert F. Thomas

8096 Burlington Court, Lake Worth, FL 33467

ARTICLE XI - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights, pursuant to Section 607.0630, Florida Statutes, as amended from time to time.

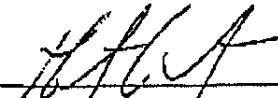
ARTICLE XII - CONFLICT OF INTEREST

No contract between this corporation and another corporation or another individual shall be invalidated by reason of the fact that the one or more of the officers or directors of this corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers or directors of this corporation may be the other individual or individuals contracting with this corporation.

ARTICLE XII - AMENDMENT

The 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 thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as the Vice-President, has executed the foregoing Amended and Restated Articles of Incorporation as of the 6th day of October, 2008.

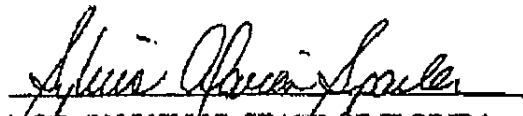


Helmut K. Goellnitz

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public, personally appeared, Helmut K. Goellnitz to me known to be the person described as Vice-President and who executed the foregoing Amended and Restated Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation.

WITNESS my hand and official seal at West Palm Beach, Florida this 6th day of October, 2008.



NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

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

Pursuant to Sec. 607.0501, Florida Statutes, the following is submitted, in compliance with said Act:

That NATIONWIDE MARKETING SOLUTIONS, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at West Palm Beach, Florida, has named **HELMUT K. GOELLNITZ**, 4633 10th Avenue North, Lake Worth, FL 33463, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



HELMUT K. GOELLNITZ

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