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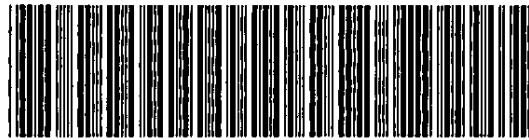
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TALLAHASSEE, FLORIDA

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COVER LETTER

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

SUBJECT: Markham Marketing, Inc.
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00 ☐ \$78.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$78.75 ☒ \$87.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status

ADDITIONAL COPY REQUIRED

FROM: Jannice F. Davis
Name (Printed or typed)
7770 NW 78 Avenue #2208
Address
Tamarac, FL 33321
City, State & Zip
(954) 812-0187
Daytime Telephone number
partnerwithjannice@Gmail.com
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

Article of Incorporation of Markham Marketing, Inc.

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE I CORPORATE NAME

The name of the corporation is **MARKHAM MARKETING, INC.**, (hereinafter, "Corporation").

ARTICLE II PURPOSE OF CORPORATION

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Laws of the United State and of the State of Florida.

ARTICLE III PRINCIPAL OFFICE

The address of the principal office of this Corporation is 7770 NW 78 Avenue, Suite 2280, Tamarac, Florida 33321 and the mailing address is the same.

ARTICLE IV INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Jannice F. Davis
7770 NW 78 Avenue, Suite 2208
Tamarac, Florida 33321

ARTICLE V OFFICERS

The officers of the Corporation shall be:

President: Jannice F. Davis
Secretary: Mikaelah A.A. Davis
Treasurer: Hackeem A. Davis

whose addresses shall be the same as the principal office of the Corporation.

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TAMARAC, FLORIDA

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MALLARD STREET, ALBANY

ARTICLE VI DIRECTOR(S)

The Director(s) of the Corporation shall be:

Jannice F. Davis

whose addresses shall be the same as the principal office of the Corporation.

ARTICLE VII CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **ONE THOUSAND (1,000)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE VIII SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the Shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-chapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate
Cannot be transferred if such transfer would void
the election of the Corporation to be taxed under
Sub-Chapter S of the Internal Revenue Code of 1986,
as amended."

ARTICLE IX SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subjected to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A Copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE X POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE XI TERM OF EXISTENCE

This Corporation shall have perpetual existence.

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TALLAHASSEE, FLORIDA

**ARTICLE XII
REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

**ARTICLE XIII
REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Corporation is Jannice F. Davis, located at 7770 NW 78 Avenue, Suite 2208, Tamarac, Florida 33321. The name and address of the registered agent of this Corporation is Jannice F. Davis, 7770 NW 78 Avenue, Suite 2208, Tamarac, Florida 33321.

**ARTICLE XIV
CORPORATION BYLAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

**ARTICLE VIII
LIABILITY OF DIRECTORS**

Pursuant to the General Corporation Laws of the State of Florida, any and all directors of this Corporation shall not be liable to the Corporation, its shareholders, or any third party for breach of duty of care; such potential liability is hereby eliminated.

**ARTICLE XV
EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

**ARTICLE XVI
AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

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SECRETARY OF STATE
FLORIDA

ARTICLE XVII INDEMNIFICATION

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees, and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee, or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee, or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

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DESIGNATION AND ACCEPTNCE OF REGISTERED AGENT

The undersigned subscriber of Markham Marketing, Inc., designates the following individual as registered agent for this Corporation.



Jannice F. Davis, Registered Agent

ACCEPTNCE OF REGISTERED AGENT

The undersigned does hereby accept the designation as registered agent of Markham Marketing, Inc.

DATED this 28th day of October 2014



Jannice F. Davis, Registered Agent

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this **28th** day of **October, 2014**.



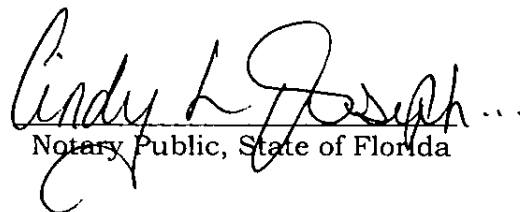
Jannice F. Davis, Incorporator

**STATE OF FLORIDA
COUNTY OF BROWARD**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above personally appeared Jannice F. Davis, known to me personally and executed the foregoing Article of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid this 28 day of October, 2014...



Notary Public, State of Florida

