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ALOIA, DUDLEY, ROOSA, SUTTON, McIVER & BURANDT

Attorneys and Counselors at Law

FRANK J. ALOIA
FRED R. DUDLEY
RICHARD V.A. ROOSA
LARRY D. SUTTON
MICHAEL B. McIVER
ROBERT B. BURANDT

1714 CAPE CORAL PARKWAY
POST OFFICE BOX 636
CAPE CORAL, FLORIDA 33910
TELEPHONE (813) 542-4733

December 29, 1994

Secretary of State
State of Florida
Corporate Division
P.O. Box 6327
Tallahassee, FL 32314

RECEIVED
-01/04/95-11:13 AM
****122.50 ****132.50

Dear Sir:

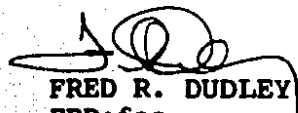
RE: MARKETING BY THE VALENTINES & ASSOCIATES, INC.

With regard to the above matter, please find enclosed original and one copy of Articles of Incorporation which I would appreciate your filing. I also enclose my trust account check in the amount of \$122.50 to cover the following costs:

Filing Fee	\$ 35.00
Certified Copy Fee	\$ 52.50
Registered Agent Fee	<u>\$ 35.00</u>
Total	\$122.50

Please return a certified copy of the Articles of Incorporation to me at your earliest convenience.

Very truly yours,


FRED R. DUDLEY
FRD:fao
Enc.

FILED
95 JAN -3 AM 10:30
TALLAHASSEE, FLORIDA

BROWN JAN - 5 1995

ARTICLES OF INCORPORATION
of
Marketing by The Valentines & Associates, Inc.

FILED
95 JUN -3 AM 10:30
TALLAHASSEE, FLORIDA

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be **Marketing by The Valentines & Associates, Inc..**

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to manufacture, purchase, or otherwise acquire, to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in 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 association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

In addition the corporation shall have power:

(1) to conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries; (2) to contract debts and borrow money, issue and sell or pledge bonds,

debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required;

(3) to purchase the corporate assets of any other corporation and engage in the same or other character of business;

(4) to guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock; and

(5) to engage in any and all other activity or business whatever permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Hundred (100) shares of common stock of a par value of Ten Dollars (\$10.00) per share.

ARTICLE IV

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same class or series as that which is already issued, shall have the right to purchase a prorata

share thereof at the price at which it is offered to others.

ARTICLE V

TERM OF EXISTENCE

This corporation is to exist perpetually, commencing on the date these Articles are filed with the Office of Secretary of State, State of Florida.

ARTICLE VI

PRINCIPAL AND REGISTERED OFFICE AND REGISTERED AGENT

The street address of the principal office and initial registered office of this corporation is 11440 Metro Parkway, Fort Myers, Florida, and the name of the initial registered agent of this corporation at that address is **Michael J. Valentine**.

ARTICLE VII

DIRECTORS

This Corporation shall have two (2) directors initially. 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 two or more than seven. The names and addresses of the initial Directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Michael J. Valentine	2922 S.W. Santa Barbara Place, Cape Coral, Florida
Kimberly F. Oliver	2922 S.W. Santa Barbara Place, Cape Coral, Florida

ARTICLE VIII
INCORPORATORS

The name and address of each Incorporator of this Corporation and the number of shares of stock each agrees to take are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Michael J. Valentine	2922 S.W. Santa Barbara Place, Cape Coral, Florida	One Hundred (100)

ARTICLE IX
OFFICERS

The officers of this Corporation shall be a President and Secretary/Treasurer and such additional officers and agents as may be provided in the By-Laws or designated by the Board of Directors.

Directors shall be elected by the shareholders at their annual meeting which will be held at the registered office of the Corporation or at such other place as may be provided by the By-Laws, or otherwise agreed upon, on the 2nd day of January of each and every year, or at such other time as may be designated in the By-Laws, and the annual directors' meeting shall be held immediately after the adjournment of the annual shareholders' meeting, which shall include the election of officers by the Board of Directors.

ARTICLE X
AMENDMENT

These 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 shareholders, and approved at a shareholders' meeting by a majority of the shareholders entitled to vote thereon, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

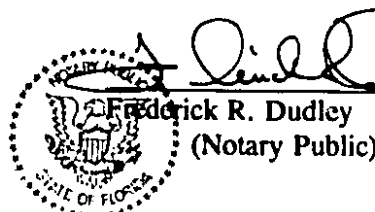
 (Seal)
Michael J. Valentine

STATE OF FLORIDA
COUNTY OF LEE

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgements, personally appeared **Michael J. Valentine** to me personally known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same.

WITNESS my signature and official seal in the county and state aforesaid this 29th day of December 1994.

My Commission Expires:



Affiant personally known: XX

Identification produced: N/A

Type of Identification: N/A

OFFICIAL NOTARY SEAL
FREDERICK R. DUDLEY
MY COMM. EXP. 2/5/97
CC 258240

Affiant was ___ was not XX under oath.

ACKNOWLEDGEMENT OF REGISTERED AGENT

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


Michael J. Valentine, Registered Agent