

P950000449

AMERILAWYER<sup>®</sup>

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

300001382928  
-01/18/95--01063--004  
\*\*\*\*700.00 \*\*\*\*70.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. BRISTOL PLANNING & RESEARCH, INC.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in ☐ Pick up time 2:00

☐ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
95 JAN 18 PM 2:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. BROWN JAN 1 8 1995

Examiner's Initials

**ARTICLES OF INCORPORATION  
OF**

**BRISTOL PLANNING & RESEARCH, INC.**

**FILED**  
95 JAN 18 PM 2:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 1 - NAME**

The name of the Corporation is **BRISTOL PLANNING & RESEARCH, INC.**

**ARTICLE 2 - PURPOSE OF CORPORATION**

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE 3 - PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 20 Island Avenue, Unit 1217, Miami Beach, Florida 33139 and the mailing address is the same.

**ARTICLE 4 - INCORPORATOR**

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

Elsie Sanchez  
343 Almeria Avenue  
Coral Gables, Florida 33134

**ARTICLE 5 - PRESIDENT**

The initial President of the Corporation shall be Ellen G. Bristol whose address shall be the same as the principal office of the Corporation.



## **ARTICLE 6 - CORPORATE CAPITALIZATION**

6.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

6.2 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 directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the board of directors may deem advisable in connection with such issuance.

6.3 The board of directors 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 directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

6.4 The board of directors of the Corporation may, by articles supplementary, 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 7 - 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.

7.1 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 Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

7.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of the other 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.

7.3 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 8 - 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 9 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

#### ARTICLE 10 - TITLE

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 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 11 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, 343 Almeria Avenue, Coral Gables, Florida 33134.

#### ARTICLE 12 - BYLAWS

The Board of Directors 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 majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.



### ARTICLE 13 - EFFECTIVE DATE

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

### ARTICLE 14 - 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 hereto, in any manner now or hereafter prescribed or permitted by the provisions of 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.

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 16<sup>th</sup> day of January, 1995.

  
\_\_\_\_\_  
Elsie Sanchez, Incorporator

### ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

The Law Firm Of Lawrence J. Spiegel,  
Chartered doing business as  
AmeriLawyer®

By:   
\_\_\_\_\_  
Lawrence J. Spiegel, President

ARTS:UB



543 ALABAMA AVENUE • CORAL GABLES, FL 33134 • (305) 445-2700 • (800) 603-3900 • FACSIMILE (305) 447-8900  
MAILING ADDRESS - POST OFFICE BOX 144479, CORAL GABLES, FL 33114-4479

P95000004449

Bristol Planning & Research,  
Inc.

June 2, 1995

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

Dear Sirs:

Enclosed please find an amendment to the articles of incorporation of Bristol Planning & Research, Inc., to change the name of the business. The corporation's Employer Identification Number is 65 0549877. We have also enclosed a check for \$35 to cover the filing fee. The corporation's telephone numbers and address remain the same, and we can be reached as shown in this letter. Thanks in advance for your help.

Sincerely,

*Ellen Bristol*  
Ellen Bristol  
President

FILED  
1995 JUN -6 PM 6:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
600001507846  
-06/07/95--01101--012  
\*\*\*\* 15.00 \*\*\*\*\*35.00

*Name Change*  
*155 6.12.95*

20 Island Avenue, Suite 1217

Miami Beach, FL 33139

305.532.0580 tel 305.534-7673 fax

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

FILED

1995 JUN -6 PM 6:55

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**BRISTOL PLANNING & RESEARCH, INC.**  
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted:

**ARTICLE 1 - NAME**

The name of the corporation is amended to be **Bristol Marketing Strategies, Inc.**

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of the amendment's adoption is **June 1, 1995.**

FOURTH: Adoption of Amendment

The amendment was adopted by the board of directors without shareholder action and shareholder action was not required.

Signed this day of First of June, 1995.

Signature: \_\_\_\_\_

*Ellen Bristol*

Ellen Bristol, President

P95000004449

INTERNET MARKETING STRATEGIES  
P.O. Box 1017  
Middleburg, FL 32130

41000001541613.24  
-07/26/95--01070--004  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

OFFICE USE ONLY

FILED  
95 JUL 26 AM 9:50  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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<input type="checkbox"/>	Other

RA Chg.  
8/3  
LB

Examiner's Initials \_\_\_\_\_



STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT  
OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of \_\_\_\_\_ submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: BRISTOL MARKETING STRATEGIES, INC.

1b. The mailing address of the corporation is: 20 ISLAND AVE., Suite 1217  
MIAMI BEACH, FL 33139

1c. Date of incorporation: JAN. 18, 1995 Document number: P95000004449

2. The name and address of the current registered agent and office:

AMERILAWYER  
343 ALMERIA AVENUE  
CORAL GABLES, FL 33134

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

Ellen BRISTOL  
20 ISLAND AVE., SUITE 1217  
MIAMI BEACH, FL 33139

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Ellen Bristol  
(Signature of an officer, chairman or  
vice chairman of the board)

July 24, 1995  
(Date)

Ellen BRISTOL, PRESIDENT  
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Ellen Bristol  
(Signature of Registered Agent)

July 24, 1995  
(Date)

If signing on behalf of an entity:

\_\_\_\_\_  
(Typed or Printed Name)

\_\_\_\_\_  
(Capacity)

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

FILED  
95 JUL 26 AM 9:50  
TALLAHASSEE FLORIDA