

# CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301. (904)224-8870  
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
TOLL FREE No. 1-800-342-8062  
FAX (904) 222-1222

**P9500005339**

PHONE ( )

Service: Top Priority Regular  
One Day Service Two Day Service

To us via Return via

Matter No.: Express Mail No.

State Fee \$ Our \$

RE: B-Tail Project

95 JAN 20 PM 2 03  
Management, Inc.

DIVISION OF CORPORATIONS

C.C. FEE. DISBURSED

NAME \_\_\_\_\_  
FIRM \_\_\_\_\_  
ADDRESS \_\_\_\_\_  
City \_\_\_\_\_  
State \_\_\_\_\_  
Zip \_\_\_\_\_  
Foreign Corp. File \_\_\_\_\_  
Cert. Copy(s) \_\_\_\_\_

Art. of Amend. File \_\_\_\_\_  
Dissolution/Withdrawal \_\_\_\_\_  
C U S- \_\_\_\_\_  
Fictitious Name File \_\_\_\_\_

Name Reservation \_\_\_\_\_  
Annual Report/Reinstatement \_\_\_\_\_  
Reg. Agent Service \_\_\_\_\_  
Document Filing \_\_\_\_\_

Corporate Kit \_\_\_\_\_  
Vehicle Search \_\_\_\_\_  
Driving Record \_\_\_\_\_  
Document Retrieval \_\_\_\_\_

UCC 1 or 3 File \_\_\_\_\_  
UCC 11 Search \_\_\_\_\_  
UCC 11 Retrieval \_\_\_\_\_  
File No.'s, Copies \_\_\_\_\_

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Express Mail Prep. \_\_\_\_\_  
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SUBTOTALS

REQUEST TAKEN CONFIRMED APPROVED

DATE

TIME CK No.

BY AAK

WALK-IN Will Pick Up 120 2.00

Please remit Invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts  
Past 30 Days, 18% per Annum.

THANK YOU  
from  
Your Capital Connection

**ARTICLES OF INCORPORATION**  
**OF**  
**RETAIL PROJECT MANAGEMENT, INC.**

FILED  
95 JAN 20 PM 1:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator, hereby adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the laws of the State of Florida, as follows:

**ARTICLE I**  
**Names**

The name of the Corporation is: RETAIL PROJECT MANAGEMENT, INC.

**ARTICLE II**  
**Term of Existence**

The date when corporate existence shall commence shall be the date of signing of these Articles of Incorporation, and the Corporation shall have perpetual existence thereafter.

**ARTICLE III**  
**Nature of Business**

The Corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

**ARTICLE IV**  
**Powers**

The Corporation shall have power:

- (a) To have perpetual succession by its corporate name;
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

(c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

(e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

(f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law;

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other governmental state, territory, governmental district, or municipality or of any instrumentality thereof;

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act within or without the State of Florida;

(k) To elect or appoint officers and agents for the Corporation including teachers, administrative personnel and other persons and define their duties and fix their compensation;

(l) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of the State of Florida, for the administration and regulation of the affairs of the Corporation;

(m) To make donations for the public welfare or for charitable, scientific or educational purposes;

(n) To transact any lawful business which the Board of Directors of the Corporation shall find will be in aid of the governmental policy;

(o) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, health plans, medical plans, dental plans, insurance plans and other incentive or benefit plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of any subsidiaries it may have;

(p) To be a promoter, incorporator, general or limited partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise;

(q) To have and exercise all powers necessary or convenient to effects its purposes.

#### **ARTICLE V** **Capital Stock**

The Corporation is authorized to issue 10,000 shares having a par value of one dollar (\$1.00) per share, and which shall be designated as Common Stock.

#### **ARTICLE VI** **Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is c/o Berny M. Mills, 6678 First Avenue South, St. Petersburg, Florida 33707, and the name of its initial registered agent at such address is Berny M. Mills, C.P.A.

#### **ARTICLE VII** **Directors**

The Corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation, provided that the Corporation shall always have at least one (1) but no more than ten (10) directors. The names and addresses of the initial directors of the Corporation, who shall serve until his successors are duly elected and qualified, are:

**Name**

Bob Budd  
Mike Fleck

**Address**

6678 First Avenue South  
St. Petersburg, FL 33707

**ARTICLE VIII**  
**Incorporator**

The name and address of the incorporator signing these Articles of Incorporation is Berny M. Mills, 6678 First Avenue South, St. Petersburg, Florida, 33707.

**ARTICLE IX**  
**Bylaws**

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

**ARTICLE X**  
**Indemnification**

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

**ARTICLE XI**  
**Preemptive Rights**

Each shareholder of the Corporation shall have the first right to purchase shares (and any securities convertible into such shares) of any class, kind or series of the Corporation's capital stock that may from time to time be issued, whether or not presently authorized, including treasury shares, in the ratio that the number of shares such shareholder holds at the time of issuance bears to the total number of share then outstanding, exclusive of treasury shares. Any shareholder's preemptive rights shall be waived if such shareholder does not exercise his preemptive rights by tendering full payment to the Corporation within thirty (30) days of receipt of written notice from the Corporation stating the prices, terms and conditions for the sale of such shares (or securities convertible into such shares). A shareholder may also waive his preemptive rights by affirmative written notice of waiver within thirty (30) days of receipt of notice of the Corporation's issuance of shares.

**ARTICLE XII**  
**Amendment**

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

**ARTICLE XIII**  
**Principal Place of Business**

The principal place of business and mailing address of this corporation shall be 6678 First Avenue South, St. Petersburg, Florida, 33707.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles this 18<sup>TH</sup> day of JANUARY, 1995.

Berny M. Mills

Berny M. Mills  
Incorporator

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of January, 1995, by Berny M. Mills, who is personally known to me ☒ or who has produced \_\_\_\_\_ as identification and who ☒ did/did not ☐ take an oath.



[SEAL]

DEBRA S. WADKINS  
My Comm Exp. 10/26/98  
Bonded By Service Ins  
No. CC416965

☐ Personally Known ☐ Other ID

Debra S. Wadkins

Notary Public  
My Commission Expires:

Debra S. Wadkins  
Print Name

**ACCEPTANCE BY REGISTERED AGENT**

Having been named Registered Agent and designated to accept service of process for the above-stated Corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of any duties.

Dated: 1/18/95

Berny M. Mills  
Berny M. Mills

FILED  
95 JAN 20 PM 1:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA