

CORPORATION INFORMATION  
SERVICES, INC.  
1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-0191 FAX

**CSO networks**

MAIL TO:  
P.O. BOX 5828  
TALLAHASSEE, FL 32314

**P95000009398**

000-342-8006

95 FEB -3 AM 10:00  
DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 536139 9451A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : February 3, 1995

ORDER TIME : 9:14 AM

ORDER NO. : 536139

CUSTOMER NO: 9451A

CUSTOMER: Alan M. Gross, Esq  
BATTAGLIA ROSS DICUS &  
WEIN P.A.  
First Union Building  
980 Tyrone Boulevard  
St. Petersburg, FL 33710

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000000000000  
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DOMESTIC FILING

**P95000009398**

NAME: SUNCOAST INNOVATIVE MARKETING  
CORPORATION

XXX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

*m*  
2-3-95  
CJA

FILED  
95 FEB -3 PM 4:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

6895-2519  
789-625, 671

*Battaglia, Ross, Dicus & Wein, P.A.*  
Attorneys at Law

Anthony J. Battaglia      Gary J. Hesterman  
Almond P. Ross      Susan A. Lianelli  
Anthony C. Dicus, Jr.      Edwin A. Jagger  
Stephen J. Wein      Raymond P. Morris  
Nikki Keady Gault      Susan J. Lyons  
Dana P. Battaglia      Nicole L. Santopoli\*\*  
Allen H. Gross      Christopher A. Rosta  
James J. Givard      William J. Morrison  
Nicholas J. Maday      Rodney L. Smith, Jr.

\*Read Certified Court Trial Lawyer  
\*\*Read Certified Marital and Family Law Lawyer

February 2, 1995

First Bank Building  
818 Lyons Boulevard  
St. Petersburg, Florida 33706  
Post Office Box 8100  
St. Petersburg, Florida 33769  
St. Petersburg      Chicago  
(813) 337-2914      (813) 337-0030  
St. Petersburg  
Post Office  
St. Petersburg, Florida 33706  
(813) 337-2914  
Chicago  
(813) 337-0030

St. Petersburg

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

Re: Articles of Incorporation for Suncoast Innovative  
Marketing Corporation

Dear Sir/Madam:

Please file the enclosed original Articles of Incorporation for the above-referenced corporation. Enclosed is our check in the amount of \$122.50 to cover the filing of the articles of incorporation and sending a certified copy of the articles and designation of the registered agent to us. The certified copy should be sent to our office.

Thank you in advance for your attention to this matter. If you have any questions, please do not hesitate to contact me.

Sincerely,

Battaglia, Ross, Dicus & Wein, P.A.

  
Alan M. Gross, Esquire

AMG:db  
Enclosure

cc: Richard Wulf



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 3, 1995

CORPORATION INFORMATION SERVICES INC.  
1201 HAYS ST.  
TALLAHASSEE, FL 32301

2-3-95  
Resubmit ~~Q25~~

SUBJECT: SUNCOAST INNOVATIVE MARKETING CORPORATION  
Ref. Number: W95000002519

We have received your document for SUNCOAST INNOVATIVE MARKETING CORPORATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

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 (904) 487-6930.

Tim Murphy  
Corporate Specialist

Letter Number: 195A00004682

RECEIVED  
95 FEB -3 PM 2:18  
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION  
OF  
SUNCOAST INNOVATIVE MARKETING CORPORATION

FILED  
95 FEB -3 PM 4:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I  
CORPORATE NAME

The name of the corporation is SUNCOAST INNOVATIVE MARKETING CORPORATION.

ARTICLE II  
DURATION; EFFECTIVE DATE

The period of its duration is perpetual.

ARTICLE III  
PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States and the state of Florida.

ARTICLE IV  
CAPITAL STOCK

The corporation is authorized to issue one thousand (1000) shares, all of one (1) class, at \$0.01 par value.

ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and office of

the corporation are as follows:

RICHARD WULF  
7026 Grevilla Avenue South  
South Pasadena, Florida 33706

ARTICLE VI  
CORPORATE ADDRESS

The street address of the initial principal office of the corporation is as follows:

7026 Grevilla Avenue South  
South Pasadena, Florida 33706

ARTICLE VII  
INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The names and addresses of the initial directors of the corporation are:

<u>Name</u>	<u>Address</u>
Richard Wulf	7026 Grevilla Avenue South South Pasadena, Florida 33706

ARTICLE VIII  
INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is:

RICHARD WULF  
7026 Grevilla Avenue South  
South Pasadena, Florida 33706

**ARTICLE IX  
AMENDMENT OF BYLAWS**

The power to adopt, alter, amend or repeal the Bylaws of the corporation shall be vested in the Board of Directors and the shareholders.

**ARTICLE X  
INDEMNIFICATION**

The corporation may be empowered by resolution of the Board of Directors to indemnify any officer or director, or any former officer or director, in the manner set out and provided for in the Bylaws of the corporation, pursuant to the provisions of Section 607.0850 of the Florida Statutes, as amended.

**ARTICLE XI  
INFORMAL ACTION OF DIRECTORS**

If a majority of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation as part of the corporate records, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**ARTICLE XII  
AMENDMENT OF ARTICLES**

The power to amend these Articles of Incorporation shall be vested in the Board of Directors and the shareholders, in the manner provided by law.

**ARTICLE XIII  
TELEPHONE MEETINGS**

Members of the Board of Directors or the Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other, is used.

**ARTICLE XIV  
DIRECTOR QUORUM AND VOTING**

A majority of the directors shall constitute a quorum for a meeting of the directors of the corporation. If a quorum is present, the affirmative vote of a majority of the directors present or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

**ARTICLE XV  
DIRECTOR CONFLICT OF INTEREST**

A. No contract or other transaction between the corporation and one (1) or more of the directors, or between the corporation and any other corporation, firm, association or other entity, in which one (1) or more of the directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the Board of Directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

1. If the fact of such common  
directorship, officership or financial

interest is disclosed or known to the Board or committee, and the Board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the Board, a committee or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which approves such contract or transaction.

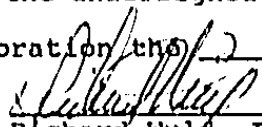
#### ARTICLE XVI INFORMAL ACTION OF SHAREHOLDERS

Any action of the shareholders may be taken without a meeting if consent in writing setting forth the actions so taken shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote



thereon were present and voted, and filed with the Secretary of the corporation as part of the corporate records.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 2 day of February, 1995.

  
Richard Wulf, Incorporator

STATE OF FLORIDA  
COUNTY OF PINELLAS

Before me personally appeared on this 2 day of February, 1995, Richard Wulf, who is personally known to me or has produced Florida Driver's License as identification, and who acknowledged to and before me that he executed the foregoing Articles of Incorporation as Incorporator.

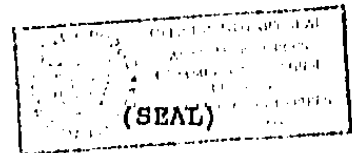
NOTARY PUBLIC

  
PRINT NAME:

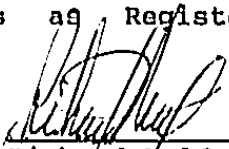
State of Florida

Commission No.:

My Commission Expires:



I HEREBY acknowledge that I am familiar with and accept the duties and responsibilities as Registered Agent for the corporation.

  
Richard Wulf  
Registered Agent

STATE OF FLORIDA  
COUNTY OF PINELLAS

Before me personally appeared on this 2 day of February, 1995, Richard Wulf, who is personally known to me or has produced Florida Driver's License as identification, and who acknowledged to and before me that he executed the foregoing instrument.

NOTARY PUBLIC

  
PRINT NAME:

State of Florida

Commission No.:

My Commission Expires:

(SEAL)

