

P95000009809

LAW OFFICES

HONIGMAN MILLER SCHWARTZ AND COHN

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

2700 LANDMARK CENTRE
401 EAST JACKSON STREET
TAMPA, FLORIDA 33602-5226

TELEPHONE (813) 221-3440

JAMES B. DOBLE, P.A.

DIRECT DIAL NUMBER
(813) 221-5555

WEST PALM BEACH, FLORIDA
ORLANDO, FLORIDA
DETROIT, MICHIGAN
LANSING, MICHIGAN
HOUSTON, TEXAS
LOS ANGELES, CALIFORNIA

January 17, 1995

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: Smart Buying, Inc.

Gentlemen:

~~EFFECTIVE DATE~~

Enclosed are two (2) executed copies of the Articles of Incorporation for the above-referenced corporation, along with a check payable to the Secretary of State in the amount of \$122.50 in payment of the following:

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

Please return the certified copy to the attention of the undersigned.

Very truly yours,

HONIGMAN MILLER SCHWARTZ AND COHN

James B. Soble
James B. Soble

JBS/sch
enclosures

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01/17/95 at 3:12pm

502, \$122.50 2/06/95
2005-1604
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1995 FEB -6 PM 4:22



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 24, 1995

JAMES B. SOBLE
HONINGMAN MILLER SCHWARTZ AND COHN
2700 LANDMARK CENTRE, 401 E. JACKSON ST.
TAMPA, FL 33602-5226

SUBJECT: SMART BUYING, INC.
Ref. Number: W95000001604

We have received your document for SMART BUYING, INC. 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 name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6929.

Brendolyn Bruton
Corporate Specialist

Letter Number: 695A00002848

LAW OFFICES
HONIGMAN MILLER SCHWARTZ AND COHN
A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

2700 LANDMARK CENTRE
401 EAST JACKSON STREET
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TELEPHONE (813) 223-4410

WEST PALM BEACH, FLORIDA
ORLANDO, FLORIDA
DETROIT, MICHIGAN
LANSING, MICHIGAN
HOUSTON, TEXAS
LOS ANGELES, CALIFORNIA

JAMES B. SOBLE, P.A.

DIRECT DIAL NUMBER
(813) 227-0021

February 3, 1995

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: TEED Management, Inc.

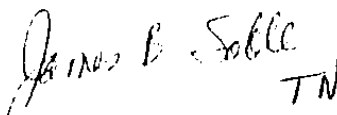
Gentlemen:

Enclosed is a copy of your January 24, 1995 letter regarding Smart Buying, Inc. along with two (2) executed copies of the Articles of Incorporation changing the name to TEED Management, Inc. It is my understanding that you are holding our check for \$122.50.

Please return the certified copy to the attention of the undersigned.

Very truly yours,

HONIGMAN MILLER SCHWARTZ AND COHN


James B. Soble

JBS/tsn
enclosures
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ARTICLES OF INCORPORATION
OF
TEED MANAGEMENT, INC.

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ARTICLE I - NAME

The name of this corporation is TEED Management, Inc.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on February 6, 1995.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of this Corporation is:

James B. Soble, Esq.
Honigman Miller Schwartz and Cohn
2700 Landmark Centre
401 E. Jackson Street
Tampa, FL 33602-5266

ARTICLE VI - CORPORATE ADDRESS

The street address of the Corporation is:

2700 Landmark Centre
401 E. Jackson Street
Tampa, FL 33602-5266

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The Directors are elected/appointed as set forth in the Corporate By-Laws. This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial Director of this Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Thomas R. Potter	c/o United Consumers Club P. O. Box 13006 Merriville, IN 46411-3006

ARTICLE VIII - BY LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - PREEMPTIVE RIGHTS

Every stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI - INCORPORATION

The name and address of the person signing these Articles is:


James B. Soble, Esq.
Honigman Miller Schwartz and Cohn
2700 Landmark Centre
401 E. Jackson Street
Tampa, FL 33602-5266

ARTICLE XII - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this

2nd day of February, 1995.



James B. Soble, Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE
ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN HIS
CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL
STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 15th day of February, 1995.

James B. Soble
James B. Soble

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TALLAHASSEE



UNITED CONSUMERS CLUB
7700 PROFESSIONAL PLACE
TAMPA, FLORIDA 33637
PH. 813-906-2030

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

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35.00 **35.00

12 May 1995

To Whom It May Concern:

Please be advised that on April 14, 1995 TEED Management, Inc., a Florida corporation, changed its registered agent in the State of Florida. Enclosed is the Statement of Change of Registered Agent together with the appropriate filing fee.

Yours truly,

Thomas R. Potter
President
TEED Management

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5 MAY 15 AM 10:22
TALLAHASSEE, FLORIDA

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Florida Department of State

Secretary of State

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 FLORIDA 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: TEED Management, Inc.

1b. The mailing address of the corporation is: 7790 Professional Place,
Tampa, Florida 33637

1c. Date of Incorporation: 02/06/95 Document number: P 95 000009809

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

James B. Soble
Honigman Miller Schwartz and Cohn
2700 Landmark Centre
401 East Jackson Street
Tampa, Florida 33602

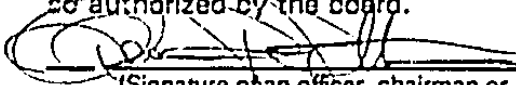
3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

Thomas Potter
7790 Professional Place
Tampa, Florida 33637

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TALLAHASSEE, FLORIDA

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

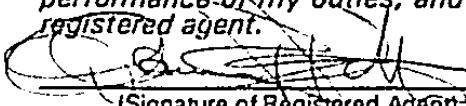
Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.


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

14 April 1995
(Date)

Thomas Potter, 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.


(Signature of Registered Agent)

14 April 1995
(Date)