

# P95000015059

13907 North Dale Mabry  
Suite 206  
Tampa, Florida 33618

**Laurence A. Steel**  
*Attorney and Counselor at Law*

(813) 963-3396  
(813) 963-3502

February 16, 1995

800001412768  
-02/22/95--01052--014  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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

Dear Division of Corporations:

Enclosed please find Articles of Incorporation for Premier Brands, Inc. along with a check in the amount of \$70.00 for the filing fee and designation of registered agent.

Also enclosed is a photocopy of the Articles. Please return this to me with the filing date stamped on it.

Thank you.

Laurence A. Steel, Esq.

LAS/lsf  
enclosure

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 FEB 22 AM 8:36

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ARTICLES OF INCORPORATION  
OF  
PREMIER BRANDS, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

95 FEB 22 AM 8:36

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 Premier Brands, 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 2508 Cumberland Trail, Clearwater, Florida 34621 and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

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

Tracie S. Ferris  
13907 N. Dale Mabry Hwy  
Suite 206  
Tampa, Florida 33618

ARTICLE 5 - PRESIDENT

The initial President of the corporation shall be George A. Pasquel 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 - 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 8 - TERM OF EXISTENCE

This corporation shall have perpetual existence.

## ARTICLE 9 - 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 10 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this corporation is Laurence A. Steel, Esquire located at 13907 North Dale Mabry Hwy., Suite 206, Tampa, Florida 33618. The name and address of the registered agent of this corporation is Laurence A. Steel, Esquire located at 13907 North Dale Mabry Hwy., Suite 206, Tampa, Florida 33618.

## ARTICLE 11 - 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 12 - EFFECTIVE DATE

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

ARTICLE 13 - 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 15<sup>th</sup> day of February, 1995.

Tracie S. Ferris  
Tracie S. Ferris, Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Laurence A. Steel, Esquire 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.

Laurence A. Steel, Esquire

By: 

\_\_\_\_\_  
Laurence A. Steel, Esquire

13907 North Dale Mabry  
Suite 206  
Tampa, Florida 33618

**Laurence A. Steel**  
Attorney and Counselor at Law

(813) 963-3396  
(813) 963-3502

**P 95000015059**

March 1, 1995

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

400001431024  
-03/16/95--01019--008  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Department of State:

Please find enclosed an Amendment to Articles for Premier Brands, Inc. along with a check for \$35.00 for the filing fees.

Also find a copy of the Articles of Amendment for you to return to my office.

Thank you.

I remain,

Laurence A. Steel, Esq.

LAS/sf  
enclosure

**FILED**  
95 MAR 29 AM 11:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Tracie Ferris*  
AUTHORIZATION BY NAME TO  
*Added Art. 5 being amended*  
DATE *3-29-95*  
DOC. EXAM. *DR*

*Amendment*  
*3-29-95*  
*DR*





FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 22, 1995

LAURENCE A. STEEL  
13907 NORTH DALE MABRY  
SUITE 206  
TAMPA, FL 33618

SUBJECT: PREMIER BRANDS, INC.  
Ref. Number: P95000015059

We have received your document for PREMIER BRANDS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please specify which article number you are amending, adding, or deleting.

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) 487-6906.

Darlene Connell  
Corporate Specialist

Letter Number: 595A00012892

RECEIVED  
9 MAR 28 PM 3:54  
FLORIDA DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA



**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF**

\_\_\_\_\_  
**PREMIER BRANDS, INC.**  
\_\_\_\_\_  
(present name)

**FILED**  
95 MAR 29 AM 11:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*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(s) adopted: *(indicate article number(s) being amended, added or deleted)*  
Presidents name from George A. Pasquel to Gary R. Basing

ARTICLE 5 PRESIDENT

The President of the corporation shall be GARY R. BASING whose address shall be the same as the principal office of the corporation.

**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 each amendment's adoption: March 10, 1995

**FOURTH:** Adoption of Amendment(s) (check one)

- ☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups.

*The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_  
(voting group)

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☒ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

(continued)

Signed this 10 day of March, 19 95.

Signature Tracie S. Ferris  
(By the Chairman or Vice Chairman of the Board of Directors,  
President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Tracie S. Ferris  
Typed or printed name

Incorporator  
Title