

P95000027669

Dept. of State,

March 29, 1995

We would appreciate a certified copy of our Articles of Incorporation being sent to the address below

Thank you,

*Teresa Smith*  
Teresa Smith

EFFECTIVE DATE

MAR 29 1995

**America's Pride**  
**34710 Clayton Rd**  
**Dade City, FL 33525**  
**(904)567-9880**

ALL INFORMATION CONTAINED  
HEREIN IS UNCLASSIFIED  
DATE 11/11/00 BY 60322/UC/LP

APR 7 1995 JSA

FILED  
MAR 30 1995  
RECEIVED  
DEPT. OF STATE

**ARTICLES OF INCORPORATION  
OF  
AMERIPRIDE MARKETING, INC.**

FILED  
SECRETARY OF STATE  
MAR 29 1995

**ARTICLE I  
CORPORATE NAME AND ADDRESS**

The name of the corporation is **AMERIPRIDE MARKETING, INC.** The principal address of the corporation is : **34710 Clayton Road, Dade City, Florida 33525**

**ARTICLE II  
DURATION; EFFECTIVE DATE**

**EFFECTIVE DATE  
MAR 29 1995**

This corporation shall exist perpetually, commencing as of March 29, 1995.

**ARTICLE III  
PURPOSES**

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

**ARTICLE IV  
CAPITAL STOCK**

This corporation is authorized to issue ONE MILLION (1,000,000) shares of common stock.

**ARTICLE V  
REGISTERED OFFICE AND REGISTERED AGENT**

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office are as follows:

**Teresa S. Smith  
34710 Clayton Road  
Dade City, FL 33525**

The registered Agent states that she is familiar with and accepts the duties and responsibilities as Registered Agent for said corporation.

**ARTICLE VI  
INITIAL BOARD OF DIRECTORS**

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

## **ARTICLE VII INCORPORATOR**

The name and address of the person signing these Articles of Incorporation are as follows:

**Teresa S. Smith  
34710 Clayton Road  
Dade City, FL 33525**

## **ARTICLE VIII AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

## **ARTICLE IX BYLAWS**

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

## **ARTICLE X PREEMPTIVE RIGHTS**

This corporation elects to have preemptive rights for the shareholders of this corporation. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

## **ARTICLE XI CUMULATIVE VOTING**

In any election of directors by the shareholders, each shareholder of record entitled to vote shall have the right to cumulate his shares and to give one candidate as many votes as shall equal the number of directors to be elected multiplied by the number of shares owned by such stockholder, or to distribute them on the same principle among as many candidates as he sees fit; provided, however, that notice shall be given by any shareholder to the President or Vice-President of the corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of directors that he intends to accumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the Bylaws of the corporation.

IN WITNESS WHEREOF, the undersigned executed these Articles of Incorporation this  
29<sup>th</sup> day of March, 1995

Teresa Smith

TERESA S. SMITH, Incorporator and  
Registered Agent

STATE OF FLORIDA )  
COUNTY OF Pasco )

The foregoing instrument was acknowledged before me this 29<sup>th</sup> day of March, 1995, by **TERESA S. SMITH**, who is personally known to me or who has produced personally known as identification and who did take an oath.

NOTARY PUBLIC:

Sign: Shirley J. Holladay

My commission Expires:

Print:

State of Florida at Large (SEAL) SHIRLEY J. GOLLADAY  
MY COMMISSION # CC 34887  
EXPIRES: March 3, 1998  
Commission No.:  Banded Thru Notary Public Underwriters