P9500003042 2

# RICE and ROSE, P.A.

ATTORNEYS AT LAW
DAYTONA BEACH, FLORIDA

PAUL E. RICE, JR.
JAMES L. ROSE
DAWN D. NICHOLS

20 NORTH HALIFAX DRIVE
POST OFFICE BOX 2599
DAYTONA BEACH, FL 32115

TELEPHONE (904) 257-1222
FAX 258-9094

March 24, 1995

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32301

200001443182
-03/29/95--01094--006
****122.50 ****122.50

RE: Jonathan, Inc.

Gentlemen:

Enclosed you will find the Articles of Incorporation regarding the above corporation. Please file the same and forward a certified copy of the Articles to this office.

Also enclosed is a check for $122.50 to cover the following costs and fees:

| | |
|---|---|
| Filing Fee | 35.00 |
| Certified Copy | 52.50 |
| Registered Agent | 35.00 |
| | $122.50 |

Thank you for your assistance in this matter.

Sincerely,

James L Rose/bjr

James L. Rose

FILED
95 APR 13 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JLR/bjr
Encs.

1095-7051
789,563,671

A46;1-19

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 31, 1995

JAMES L. ROSE
20 NORTH HALIFAX DRIVE
POST OFFICE BOX 2599
DAYTONA BEACH, FL 32115

SUBJECT: JONATHAN, INC.
Ref. Number: W95000007051

We have received your document for JONATHAN, 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 entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

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) 487-6973.

AMANDA HERRING
Document Specialist

Letter Number: 595A00014682

FILED
95 APR 13

ARTICLES OF INCORPORATION

OF

DANIELLE'S SECRETS, INC.

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The undersigned subscriber, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida, and adopt the following Articles of Incorporation:

## ARTICLE I - NAME

The name of the corporation shall be Danielle's Secrets, Inc.

## ARTICLE II - PRINCIPAL PLACE OF BUSINESS

The initial principal place of business of this corporation in the State of Florida shall be 15 Walnut Lane, Ormond Beach, FL 32174. The Board of Directors from time to time may move the principal office to any other address in Florida.

## ARTICLE III - NATURE OF BUSINESS

The general purposes for which the corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the laws of Florida;

2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

## ARTICLE IV - CAPITAL STOCK

The maximum number of shares of common stock that this corporation is authorized to have outstanding at any one time is 100 shares, having a par value of $1.00 per share.

## ARTICLE V - REGISTERED AGENT

The name of the initial registered agent of the corporation shall be John Regan. The street address of the initial registered office shall be 15 Walnut Lane, Ormond Beach, FL 32174.

## ARTICLE VI - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is $100.00.

## ARTICLE VII - TERM OF EXISTENCE

This corporation is to exist perpetually.

## ARTICLE VIII - DIRECTORS

This corporation shall initially have one Director. The names and street addresses of the initial members of the Board of Directors are:

| Name | Address |
|---|---|
| John Regan | 15 Walnut Lane<br>Ormond Beach, FL 32174 |

## ARTICLE IX - INCORPORATOR

The name and street address of each incorporator to these Articles of Incorporation is:

| Name | Address |
|---|---|
| John Regan | 15 Walnut Lane<br>Ormond Beach, FL 32174 |

## ARTICLE X - 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 shareholder is subject to this reservation.

## ARTICLE XI - PRE-EMPTIVE RIGHTS

Every stockholder, upon the sale for cash or any new stock 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 the issuance of fractional shares) at the price at which it is offered to others; which price, in the case of par value shares, may be in excess of par.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 17th day of March, 1995.

John Regan

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 17th day of March, 1995 by JOHN REGAN, who is personally known to me ~~or who has produced ______ as identification~~ and who did take an oath.

Beth J. Robins
Notary Public, State of Florida
Beth J. Robins
Printed Notary Signature
At Large
My Commission Expires: NOTARY PUBLIC, State of Florida at Large
My Commission Expires May 7, 1995
CC447525

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section §48.091, Florida Statutes, the following is submitted:

Danielle's Secrets, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Ormond Beach, State of Florida, has named John Regan, located at 15 Walnut Lane, City of Ormond Beach, State of Florida, as its Agent to accept service of process within Florida.

(Corporate Officer)

Title: President

Date: 3/16/95

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, 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 my duties.

(Resident Agent)

Date: 3/16/95

**[CAP]ITAL CONNECTION, INC.**

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

____ of ____

RE: Danielle's Secrets, Inc.

P95000030422

NAME
FIRM
ADDRESS

PHONE (    )

Service: Top Priority ____ One Day Service   Regular ____ Two Day Service

To us via ____ Return via ____

Matter No.: ____ Express Mail No. ____

State Fee $ ____ Our $ ____

| | C.C. FEE. | DISBURSED |
|---|---|---|
| Capital Express | | |
| Art. of Inc. File | | |
| Corp. Record [...] | | |
| Ltd. Partnership File | | |
| ✓ Foreign Corp. File | | |
| ✓ Cert. Copy(s) | | |
| | | |
| ✓ Art. of Amend. File | | |
| Dissolution/Withdrawal | | |
| C U S- | | |
| Fictitious Name File | | |
| | | |
| Name Reservation | 800001965578 | |
| Annual Report/Reinstatement | -10/04/96--01070--021 | |
| Reg. Agent Service | *****35.00 | *****35.00 |
| 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 | | |
| Courier Service | | |
| Shipping/Handling | | |
| Phone (    ) | | |
| Top Priority | | |
| Express Mail Prep. | | |
| FAX (    ) pgs. | | |
| | | |
| SUBTOTALS | | |

FILED
96 OCT -4 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 OCT -4 PM 1:01
DIVISION OF CORPORATIONS

| | |
|---|---|
| FEE | $ |
| DISBURSED | $ |
| SURCHARGE | $ |
| TAX on corporate supplies | $ |
| SUBTOTAL | $ |
| PREPAID | $ |
| BALANCE DUE | $ |
| | $ |

Name Change 10/4/96

| | TAKEN | CONFIRMED | APPROVED |
|---|---|---|---|
| REQUEST | | | |
| DATE | | | |
| TIME | | | CK No. |
| BY | MAC | | |

WALK-IN
Will Pick Up 04 2:02

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

FILED
95 OCT -4 PH 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF DANIELLE'S SECRETS, INC.**

The below-signed, constituting all of the Directors, Officers and Shareholders of the above-referenced corporation, hereby consent, authorize and adopt the following amendments to the Articles of Incorporation:

1. Name of the Corporation is Danielle's Secrets, Inc. The purpose of this to change the name of the Corporation to Product Quest, Inc.

2. The following amendments to the Articles of Incorporation were adopted by the Shareholders and Directors of the Corporation on October 1st, 1996 in the manner described by the Florida General Corporation Act:

a) The name of the Corporation was changed from Danielle's Secrets, Inc. to Product Quest, Inc.

3. The number of shares of the Corporation outstanding at the time of the adoption was 10. The number of shares entitled to vote thereon was the same.

4. All Shareholders, Officers and Directors, as reflected below by their signatures, agreed to the above-referenced amendments.

DATED this 1st day of October, 1996.

10/1/96

John Regan, President/Secretary, Director