

# CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 111, Tallahassee, FL 32301

Mailing Address: Post Office Box 1449, Tallahassee, FL 32301

TOLL FREE No. 800 342-8062

AX (904) 222-1222

NAME \_\_\_\_\_

FIRM \_\_\_\_\_

ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

W95-11700

AB 6/8/95

REQUEST TAKEN CONFIRMED APPROVED

DATE \_\_\_\_\_

TIME \_\_\_\_\_ CK No. \_\_\_\_\_

BY \_\_\_\_\_

WALK-IN Will Pick Up 6-8 2:00

**P95000044669**  
a professional marketing group

|  | C.C. FEE. | DISBURSED |
|--|-----------|-----------|
| <input checked="" type="checkbox"/> Capital Express™   |           |           |
| <input type="checkbox"/> Art. of Inc. File             |           |           |
| <input type="checkbox"/> Corp. Record Search           |           |           |
| <input type="checkbox"/> Ltd. Partnership File         |           |           |
| <input checked="" type="checkbox"/> Foreign Corp. File |           |           |
| <input type="checkbox"/> ( ) <del>Com</del> Copy(s)    |           |           |
| <input type="checkbox"/> Art. of Amend. File           |           |           |
| <input type="checkbox"/> Dissolution/Withdrawal        |           |           |
| <input type="checkbox"/> C U S-                        |           |           |
| <input type="checkbox"/> Fictitious Name File          |           |           |
| <input type="checkbox"/> Name Reservation              |           |           |
| <input type="checkbox"/> Annual Report/Reinstatement   |           |           |
| <input type="checkbox"/> Reg. Agent Service            |           |           |
| <input type="checkbox"/> Document Filing               |           |           |
| <input type="checkbox"/> Corporate Kit                 |           |           |
| <input type="checkbox"/> Vehicle Search                |           |           |
| <input type="checkbox"/> Driving Record                |           |           |
| <input type="checkbox"/> Document Retrieval            |           |           |
| <input type="checkbox"/> UCC 1 or 3 File               |           |           |
| <input type="checkbox"/> UCC 11 Search                 |           |           |
| <input type="checkbox"/> UCC 11 Retrieval              |           |           |
| <input type="checkbox"/> File No.'s, _____ Copies      |           |           |
| <input type="checkbox"/> Courier Service               |           |           |
| <input type="checkbox"/> Shipping/Handling             |           |           |
| <input type="checkbox"/> Phone ( ) _____               |           |           |
| <input type="checkbox"/> Top Priority                  |           |           |
| <input type="checkbox"/> Express Mail Prep.            |           |           |
| <input type="checkbox"/> FAX ( ) _____ pgs.            |           |           |

## SUBTOTALS

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

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

95 JUN -9 PM 1:47  
TALLAHASSEE, FLORIDA

FILED



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 8, 1995

CAPITAL CONNECTION  
P.O. BOX 10349  
TALLAHASSEE, FL 32302

SUBJECT: AMBIANCE, INC.  
Ref. Number: W95000011700

We have received your document for AMBIANCE, INC. and your check(s) totaling \$70.00. 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) 487-6928.

Agnes Bundick  
Corporate Specialist

Letter Number: 995A00028287

**ARTICLES OF INCORPORATION  
OF**

**AMBIANCE MARKETING, INC.**

We, the undersigned, for the purpose of becoming a corporation under and pursuant to the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of corporation for profit, do hereby certify, declare and set forth as follows, to wit:

**ARTICLE I**

**NAME**

The name of the corporation shall be:

**AMBIANCE MARKETING, INC.**

**ARTICLE II**

**GENERAL NATURE OF BUSINESS**

The general nature and the object and purposes proposed to be transacted and carried on is marketing, and any and all other lawful business for which corporations may be incorporated under the laws of the State of Florida.

**ARTICLE III**

**CAPITAL STOCK**

The capital stock of this corporation shall be FIVE HUNDRED (500) shares of \$1.00 par value.

All of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

**ARTICLE IV**

**CAPITAL TO BEGIN BUSINESS**

The amount of capital with which this corporation shall commence business shall be FIVE HUNDRED AND NO/100 (\$500) DOLLARS.

**ARTICLE V**

**CORPORATE EXISTENCE**

This corporation shall exist perpetually unless sooner dissolved according to law.

**ARTICLE VI**

**REGISTERED OFFICE AND REGISTERED AGENT**

| <b><u>NAME</u></b> | <b><u>ADDRESS</u></b>                                      | <b><u>OFFICE</u></b> |
|--------------------|--|----------------------|
| Theodore Ginocchio | 5501 Eagle Lake Drive<br>Palm Beach Gardens, Florida 33418 | same                 |

The registered office of the corporation and its principal place of business shall be 5501 Eagle Lake Drive, Palm Beach Gardens, Florida 33418, with the privilege of having branch offices at other

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CLERK OF DISTRICT COURT  
PALM BEACH COUNTY, FLORIDA

places within or without the State of Florida. The registered agent at the above address shall be Theodore Ginocchio.

#### **ARTICLE VII**

##### **OFFICERS AND DIRECTORS**

The names and post office addresses of the officers and first Board of Directors of this corporation who shall hold office for the first year or until successors are chosen shall be:

| <b><u>NAME</u></b>  | <b><u>ADDRESS</u></b>                                      | <b><u>OFFICE</u></b> |
|---------------------|--|----------------------|
| David Havanich, Jr. | 5501 Eagle Lake Drive<br>Palm Beach Gardens, Florida 33418 | President            |
| Theodore Ginocchio  | 5501 Eagle Lake Drive<br>Palm Beach Gardens, Florida 33418 | Vice President       |

The corporation shall have at least one and not more than five directors, and no person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.

#### **ARTICLE VIII**

##### **SUBSCRIBERS**

The name and post office address of the subscribers to these Articles of Incorporation, and the number of shares they agree to take, is as follows:

| <b><u>NAME</u></b>  | <b><u>ADDRESS</u></b>                                      | <b><u>NUMBER OF SHARES</u></b> |
|---------------------|--|--------------------------------|
| David Havanich, Jr. | 5501 Eagle Lake Drive<br>Palm Beach Gardens, Florida 33418 | 250                            |
| Theodore Ginocchio  | 5501 Eagle Lake Drive<br>Palm Beach Gardens, Florida 33418 | 250                            |

#### **ARTICLE IX**

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute.

Directors of this corporation shall have the power to make or amend By-Laws and to fix any amount to be reserved for working capital.

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatever. The corporation shall have a first lien on the shares of its members and upon the dividends due them from any indebtedness of such members of the corporation.

**IN WITNESS WHEREOF**, the undersigned, being the original subscribers to the capital stock hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do hereby make and file these Articles, hereby declaring and certifying the facts herein stated are true, and we do agree to take the number of shares

hereinabove set forth, and herunto set our hands and seals this 7 day of June, 1995.

In the presence of:

Kelly L. Hurley  
Dora March

David Havanich, Jr.  
DAVID HAVANICH, JR.

STATE OF FLORIDA )

) ss

COUNTY OF PALM BEACH )

BEFORE ME, the undersigned authority, personally appeared, DAVID HAVANICH, JR., to me well known to be the individual described in and who executed the foregoing Articles of Incorporation, and (s)he acknowledged before me that (s)he executed the same for the purposes therein express.



By: Kelly L. Hurley  
Name: Kelly L. Hurley  
Notary Public-State of Florida  
My Commission Expires:

Kelly L. Hurley  
Dora March

Theodore Ginochio  
THEODORE GINOCCHIO

STATE OF FLORIDA )

) ss

COUNTY OF PALM BEACH )

BEFORE ME, the undersigned authority, personally appeared, THEODORE GINOCCHIO, to me well known to be the individual described in and who executed the foregoing Articles of Incorporation, and (s)he acknowledged before me that (s)he executed the same for the purposes therein express.



By: Kelly L. Hurley  
Name: Kelly L. Hurley  
Notary Public-State of Florida  
My Commission Expires:

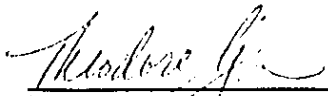
To: The Department of State  
Tallahassee, Florida 32304

**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 607.325 of the Florida General Corporation Act, the following is submitted:

AMBIANCE MARKETING, INC., a professional marketing group, with its place of business at 5501 Eagle Lake Drive, Palm Beach Gardens, Florida 33418 has named Theodore Ginocchio located at 5501 Eagle Lake Drive, Palm Beach Gardens, Florida 33418, as its agent to accept service of process within Florida.

Dated: June 7, 1995.

  
Incorporator

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, and I accept the duties and obligations of Section 607.325 of the Florida General Corporation Act.

Dated: June 7, 1995.

  
Registered Agent

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95 JUN -9 PM 1:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P95000044669  
**AMBIANCE MARKETING INC.**  
*a professional marketing group.*

**TO: FLORIDA DEPARTMENT OF STATE**  
**DIVISION OF CORPORATIONS**  
**FROM: TED GINOCCHIO, V.P.**  
**DATE: AUGUST 29, 1996**  
**RE: AMBIANCE MARKETING INC.- CHANGE OF ADDRESS**

THIS IS TO ADVISE YOU THAT AMBIANCE MARKETING INC. HAS MOVED.  
THE NEW ADDRESS IS 13205 U.S. HIGHWAY ONE, SUITE 513, JUNO BEACH, FL 33408.  
PLEASE UPDATE OF RECORD TO REFLECT THIS CHANGE. ALSO WE HAVE FILED  
FICTITIOUS NAME REGISTRATION. THE d.b.a. WILL BE DAYTON FAMILY  
PRODUCTIONS. THANK YOU FOR YOUR ATTENTION TO THIS MATTER.

SINCERELY,

  
TED GINOCCHIO