

P9500048154

ACCOUNT NO. : 072100000032 CORPORATION

REFERENCE : 622636 9258A

AUTHORIZATION : Patricia Pizub

COST LIMIT : \$ 70.00

ORDER DATE : June 19, 1995

ORDER TIME : 2:34 PM

ORDER NO. : 622636

CUSTOMER NO: 9258A

000001518600

CUSTOMER: Charles Hilleboe, Esq
CHARLES R. HILLEBOE, PA

2790 Sunset Point Road

Clearwater, FL 34619

DOMESTIC FILING

NAME: JOE W. TEEL, INC.

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
70.00 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

T. BROWN

JUN 21 1995

FILED
95 JUN 20 AM 8:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
JOE W. TEEL, INC.

FILED
95 JUN 20 AM 8:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

JOE W. TEEL, INC.

The address of the principal office of this corporation shall be 9833 Hollowbrook Drive, Pensacola, Florida 32514, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Janet B. Teel
Dir.

9833 Hollowbrook Drive
Pensacola, Florida 32514

Joe W. Teel
Dir.

Same

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Janet B. Teel
Pres./Treas.

9833 Hollowbrook Drive
Pensacola, Florida 32614

Joe W. Teel
V.Pres./Sec.

Same

ARTICLE VIII. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code.

ARTICLE IX. INCORPORATOR

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

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service company on June 20, 1995.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar
Its Agent, Karen B. Rozar

FILED
95 JUN 20 AM 8:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar
Its Agent, Karen B. Rozar

KBR/dks

P95000048154

ARTICLES OF MERGER
Merger Sheet

MERGING:

RECREATIONAL MARKETING ASSOCIATES, INC., a Tennessee corporation
not qualified in Florida

INTO

JOE W. TEEL, INC., a Florida corporation, P95000048154

File date: July 27, 1995

Corporate Specialist: Velma Shepard

P95000048154

Office
Charles R. Hilleboe, P.A.

2790 Sunset Point Road
Clearwater, Florida 34619
(813) 796-9191
Fax: (813) 726-0371

July 24, 1995

FILED
95 JUL 27 PM 5:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Secretary of State
Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Joe W. Teel, Inc.

Dear Sir or Madam:

Enclosed herewith please find Articles of Merger with Agreement to Merger and Consent attached. Please file the same and return a certified copy to this office in the enclosed self-addressed, stamped envelope.

This firm's check is also enclosed in the amount of \$122.50 covering the \$70.00 filing charge and \$52.50 for the cost of the certified copy. Kindly call with any questions or concerns regarding any aspect of this matter.

Sincerely,



Charles R. Hilleboe

CRH:cb

Enc.

cc: Mr. & Mrs. Teel

300001547533
-07/27/95--01048--015
****122.50 ****122.50

Merger
8/8
CB

ARTICLES OF MERGER
OF
RECREATIONAL MARKETING ASSOCIATES, INC.
(a Tennessee corporation)

AND

JOE W. TEEL, INC.
(a Florida corporation)

FILED
95 JUL 27 PH 5:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of Section 607.1105 and 607.1107, Florida Statutes, these Articles of Merger provide that:

1. RECREATIONAL MARKETING ASSOCIATES, INC. ("RMA"), a Tennessee corporation, shall be merged with and into JOE W. TEEL, INC. ("JWT"), a Florida corporation, which shall be the surviving corporation.
2. The merger shall become effective at 12:00 a.m., on July 1, 1995 or on the day that both these Articles of Merger have been filed by the Secretary of State of Florida and a Certificate of Merger has been filed by the Secretary of State of Tennessee.
3. The Agreement and Plan of Merger dated July 1, 1995 pursuant to which RMA shall be merged with and into JWT (the "Merger"), was adopted by the sole shareholder of RMA by written consent dated July 1, 1995, and by the sole shareholder of JWT, by written consent dated July 1, 1995.

IN WITNESS WHEREOF, these Articles of merger have been executed on behalf of the constituent corporations by their authorized officers as of July 1, 1995.

RECREATIONAL MARKETING ASSOCIATES, INC.,
a Tennessee corporation,

By: Janet B. Teel
Janet B. Teel, President

By: Joe W. Teel
Joe W. Teel, Secretary

JOE W. TEEL, INC., a Florida corporation

By: Janet B. Teel
Janet B. Teel, President

By: Joe W. Teel
Joe W. Teel, Secretary

AGREEMENT AND PLAN OF MERGER

BETWEEN

RECREATIONAL MARKETING ASSOCIATES, INC.
(a Tennessee corporation)

AND

JOE W. TEEL, INC.
(a Florida corporation)

Agreement and Plan of Merger dated July 1, 1995, between
RECREATIONAL MARKETING ASSOCIATES, INC. ("RMA"), a Tennessee corporation, and JOE W.
TEEL, INC., ("JWT"), a Florida corporation.

AGREEMENT

In consideration of the mutual covenants set forth in this Agreement, the parties agree as follows:

1. In accordance with the provisions of this Agreement, the Tennessee General Corporation Law and the Florida Business Corporation Act, at the Effective Time, RMA shall be merged with and into JWT (the "Merger"), the separate and corporate existence of RMA shall cease, and JWT shall continue its corporate existence under the laws of Florida under its present name (the "Surviving Corporation"). (RMA and JWT are collectively referred to as the "Constituent Corporations.")
2. The Merger shall become effective 12:00 a.m. on July 1, 1995.
3. The Surviving Corporation shall possess and retain every interest in all assets and property of every description, wherever located of each of the Constituent Corporations. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature, of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed. The title to or any interest in any real estate vested in either of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger. All obligations belonging to or due to each of the Constituent Corporations, shall be vested in the Surviving Corporation without further act or deed. The Surviving Corporation shall be liable for all of the obligations of each of the Constituent Corporations existing as of the Effective Time.
4. At the Effective Time, by virtue of the merger and without any action on the part of the parties or otherwise:
 - (a) Each issued and outstanding share of the capital stock of RMA shall be cancelled without payment of any consideration and without any conversion; and
 - (b) Each issued and outstanding share of capital stock of JWT shall remain issued and outstanding.

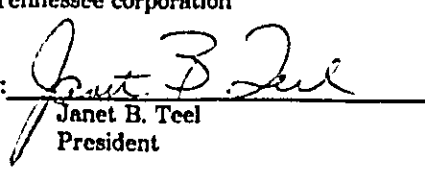
5. The articles of incorporation of JWT in effect immediately prior to the Effective Time, shall remain in effect and be the articles of incorporation of the Surviving Corporation.

Attested by:


Joe W. Teel
Secretary

RECREATIONAL MARKETING ASSOCIATES, INC.,
a Tennessee corporation

By:

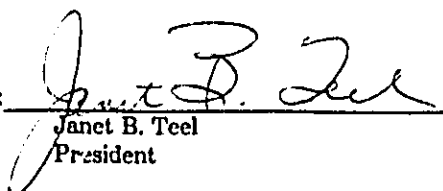

Janet B. Teel
President

Attested by:


Joe W. Teel
Secretary

JOE W. TEEL, INC., a Florida corporation

By:


Janet B. Teel
President

CONSENT BY SHAREHOLDERS
TO MERGER
OF
RECREATIONAL MARKETING ASSOCIATES, INC.
(a Tennessee corporation)
AND
JOE W. TEEL, INC.
(a Florida corporation)

The undersigned being the owners of one hundred percent (100%) of the issued and outstanding shares of common stock of RECREATIONAL MARKETING ASSOCIATES, INC., a Tennessee corporation, and JOE W. TEEL, INC., a Florida corporation, do, by their execution, consent to the merger of RECREATIONAL MARKETING ASSOCIATES, INC. into JOE W. TEEL, INC. and we do further authorize the appropriate corporate officers to execute such other documents, articles or certificates as may be required to effectuate the foregoing. The effective date of such merger shall be July 1, 1995.

RECREATIONAL MARKETING ASSOCIATES, INC.,
a Tennessee corporation

By: Janet B. Teel

Janet B. Teel, Shareholder

By: Joe W. Teel

Joe W. Teel, Shareholder

JOE W. TEEL, INC, a Florida corporation

By: Janet B. Teel

Janet B. Teel, Shareholder

By: Joe W. Teel

Joe W. Teel, Shareholder

P95000048154

Charles R. Hilleboe, P.A.

2790 Sunset Point Road
Clearwater, Florida 34619
(813) 796-9191
Fax: (813) 726-0371

July 19, 1995

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

FILED
95 JUL 24 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

800001544908
-07/25/95--01039--005
*****35.00 *****35.00

RE: Joe W. Teel, Inc.

Dear Sir:

Enclosed herewith please find Statement of Change of Registered Office and Registered Agent for above referenced Corporation and this firm's check in the amount of \$35.00 covering filing fee with your office. A self-addressed, stamped envelope is also enclosed for your convenience in returning confirmation of filing to this office.

Thanking you in advance, I remain

Very truly yours,


Charles R. Hilleboe

CRH:cb
Enc.
cc: Ms. Teel

Charles Hilleboe GAVE

AUTHORIZATION BY PHGNE TO

~~CORRECT~~ add principal address. (one records had a "typo" in address.)

DATE 8-2-95

DOC. EXAM MT

R.A. Change

N. HENDRICKS AUG 2 1995

Charter No. P95000048154

Date Filed: June 20, 1995

**STATEMENT OF CHANGE OF REGISTERED OFFICE
AND REGISTERED AGENT**

Pursuant to the provisions of Sections 607.0501 and 607.0502, or 607.1508, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office and registered agent in the State of Florida.

1. The name of the corporation is: JOE W. TEEL, INC.
2. The name and address of its present registered agent is:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

3. The name and street address to which its registered agent is to be changed is:
(P.O. Box not acceptable)

Janet B. Teel
9833 Hollowbrook Drive
Pensacola, FL 32514

4. The street address of its registered office and the street address of the business office of its registered agent, as changed, are identical. The principal address & registered office are the same.

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

Janet B. Teel, President

(Typed or printed name and title)

Signature: Janet B. Teel

(President/Vice President)

Date: July 11, 1995

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 UNDER SECTION 607.0505, FLORIDA STATUTES.

Print Name: Janet B. Teel

Signature: Janet B. Teel

Date: July 11, 1995

FILED
95 JUL 24 AM 10:40
TALLAHASSEE, FLORIDA
SECRETARY OF STATE