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AUTHORIZATION : *Patricia Project*

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ORDER DATE : August 7, 1995

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ORDER TIME : 11:48 AM

ORDER NO. : 654953

CUSTOMER NO: 10472A

CUSTOMER: Leonard Barrow, Jr., Esq
LEONARD BARROW, JR., ESQ

2418 Colonial Drive

Melbourne, FL 32901

DOMESTIC FILING

NAME: GUMBALLS & MORE, INC.

FILED
95 AUG - 7 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

XXX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XXX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

T. BROWN AUG - 7 1995

**ARTICLES OF INCORPORATION
OF
GUMBALLS & MORE, INC.**

FILED
95 AUG -7 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, having legal capacity to contract, hereby form a corporation for profit under Chapter 607 of the laws of the State of Florida.

ARTICLE I -- NAME

The name of the corporation shall be:

GUMBALLS & MORE, INC.

The address of the principal office of this corporation shall be 2004 Adirondack Circle, Melbourne, FL 32935, and the mailing address 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, 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 100 shares of common stock having no par value per share.

ARTICLE IV -- REGISTERED OFFICE & AGENT

The street address of the initial registered office of the corporation shall be 2004 Adirondack Circle, Melbourne, FL 32935, and the name of the initial registered agent of the corporation at that address is BRIAN K. POGUE

The principal address shall be the same.

ARTICLE V -- TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI -- PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VII -- SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. Seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein

ARTICLE VIII -- 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:

BRIAN K. POGUE	2004 Adirondack Circle
Director	Melbourne, FL 32935

KEVIN A. POWERS	2755 Cozumel Drive #1209
Director	Melbourne, FL 32935

ARTICLE IX -- OFFICERS

The names 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

BRIAN K. POGUE	2004 Adirondack Circle
President	Melbourne, FL 32935

KEVIN A. POWERS	2755 Cozumel Drive #1209
Secretary	Melbourne, FL 32935

ARTICLE X -- INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporation:

BRIAN K. POGUE	2004 Adirondack Circle
	Melbourne, FL 32935

KEVIN A. POWERS	2755 Cozumel Drive #1209
	Melbourne, FL 32935

{execution page follows}

IN WITNESS WHEREOF, the undersigned incorporators, directors, and registered agent has executed these Articles of Incorporation this 14th day of August, 1995.

Brian K. Pogue

BRIAN K. POGUE, Incorporator,
Director, and Registered Agent

Kevin A. Powers

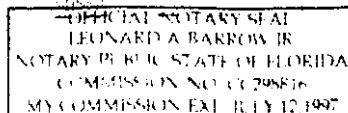
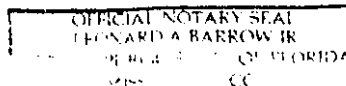
KEVIN A. POWERS, Incorporator,
and Director

STATE OF FLORIDA:
COUNTY OF FLORIDA:

I hereby certify that BRIAN K. POGUE (FLDL # F200-071-48-405-6), and KEVIN A. POWERS (FLDL # F200-001-67-427-6), each of whom produced the identification indicated, personally appeared before me this day and acknowledged due execution of the foregoing instrument.

WITNESS my hand and seal this 14th day of August, 1995.

Leonard A. Barrow Jr.
Notary Public--State of Florida



Document No. _____

Date Filed _____

35
AUG -7 PM 2:20
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

I, BRIAN K. POGUE, having been named as Registered Agent, do hereby agree to accept service of process for GUMBALLS & MORE, INC., a corporation for profit under the laws of the State of Florida, at 2004 Adirondack Circle, Melbourne, FL 32935, designated as the Registered Office for said corporation, 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.

DATED this ____ day of _____, 1995.

Brian K. Pogue

BRIAN K. POGUE

STATE OF FLORIDA:
COUNTY OF BREVARD:

BRIAN K. POGUE personally appeared before me this day who produced _____ as identification, and who acknowledged that he executed the foregoing as his free act and choice.

SWORN TO AND SUBSCRIBED before me this ____ day of _____, 1995.

Notary Public

