

8995

ARTICLES OF INCORPORATION
OF
CPS Marketing Group, Inc.

FILED
95 AUG -8 11:57

We, the undersigned, hereby associate ourselves together for the purposes of becoming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation shall be:

CPS Marketing Group, Inc.

ARTICLE II

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

ARTICLE III

The amount of authorized capital stock of this corporation shall be:

one hundred thousand shares (100,000)

at a par value of: \$00.01 (one cent per share)

ARTICLE IV

The amount of capital with which this corporation will begin business shall not be less than:

One thousand Dollars (\$1,000.00)

ARTICLE V

The term for which this corporation shall exist is perpetual.

ARTICLE VI

The place of business as well as the principal office of this corporation shall be:

207 McCabe Street
Port Charlotte
State of Florida 33953

and it may have such other places of business in the State of Florida that the nature and progress of the business from time to time shall render necessary or desirable. Said corporation shall also have the power to conduct its business outside the State of Florida and/or in any and all the several states and territories and districts of the United States, and in any and all foreign countries, and may have one or more offices, in any of the said places of business.

ARTICLE VII

The business of said corporation shall be conducted by a Board of Directors, which shall consist of not less than one (1) member, nor more than nine (9) members, as the same may be provided by the By-Laws of the corporation, and the following Officers, to wit:

a President,

a Vice-President,

a Secretary/Treasurer,

and such other Officers as the Board of Directors may elect. The members of said Board of Directors shall be elected at the annual meeting of the stockholders of said corporation, and the Officers shall be elected by the Board of Directors at a meeting to be held immediately after the adjournment of that annual stockholders meeting. Upon the first meeting of the stockholders herein provided for and until their successors shall be duly elected and qualified, the business of the corporation shall be transacted by the following Officers together with the after named Board of Directors:

President -John A. Pruneski

Vice-President -John A. Pruneski

Secretary/Treasurer -Denise A. Hankins

ARTICLE VIII

The names and Post Office addresses of the first Board of Directors, who subject to the provisions of these articles for the first year of the corporations existence or until their successors are duly elected and qualified are:

Member and Interim Chairperson

John A. Pruneski
207 McCabe Street
Port Charlotte, Florida 33953

Other Members

ARTICLE IX

The annual meeting of the stockholders of this corporation shall be fixed by the By-Laws.

ARTICLE X

The names and places of residence of the incorporators of this corporation and the amount of shares of stock subscribed for by each are as follows:

Names and Addresses	Number of Shares	Amount
John A. Pruneski	100,000	\$1,000.00
207 McCabe Street		
Port Charlotte, Florida 33953		

the proceeds of which will amount to at least
\$1,000 (one thousand dollars)

ARTICLE XI

The members of the Board of Directors, or an Executive Committee shall be deemed present at a meeting of such board or Committee if a conference telephone, or similar communication equipment by means of which all persons participating in the meeting can hear or other, is used.

IN WITNESS THEREOF, we have hereunto subscribed our hands and seals this 4th day of AUGUST, 1995

John A. Pruneski (SEAL)

John A. Pruneski, President

Denise A. Hankins (SEAL)

Denise A. Hankins, Secretary/Treasurer

(C) 10412602 961 37 424 7 400 4 454 16 42 15)
STATE OF FLORIDA)

: ss

COUNTY OF CHARLOTTE)

ON THIS DAY, personally appeared before me, the undersigned authority duly authorized to administer oaths, John A. Pruneski and Denise A. Hankins, to me well known to be the persons described herein and who executed the above and foregoing proposed Corporate charter and they acknowledged that they executed the same for the purposes therein expressed. IN WITNESS THEREOF, I have hereunto set my hand and seal at City of Charlotte, County of Charlotte, this 4th day of August, 1995 A.D.

Laura H. McNeeney (SEAL) NOTARY PUBLIC



LAURA H. MCNEENEY
My Commission C.C.420059
Expires Dec. 28, 1998
Bonded by H&A
R00422 1504

FILED

95 APR - 9 11:57

DESIGNATION OF REGISTERED AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

That CPS Marketing Group, Inc.

desiring to operate under the Laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Port Charlotte, County of Charlotte, State of Florida .

has named: John A. Pruneski

located at 207 McCabe Street

Port Charlotte, County of Charlotte

State of Florida, 33953

as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping said office open.

By

John A. Pruneski

John A. Pruneski