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LAW OFFICES OF
GOULD, COOKSEY, FENNELL,
O'NEILL & MARINE, P. A.

JOHN R. GOULD (1921-1988)
BYRON T. COOKSEY
DARRELL FENNELL
EUGENE J. O'NEILL*

979 BEACHLAND BOULEVARD
VERO BEACH, FLORIDA 32961
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CHRISTOPHER H. MARINE
DAVID M. CARTER
TODD W. FENNELL

*FLA. BOARD CERTIFIED
CIVIL TRIAL LAWYER

September 7, 1995

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32301

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In re: Gail B. Marketing, Inc.

Ladies and Gentlemen:

Enclosed please find the Articles of Incorporation in duplicate for the above-named corporation for filing with the Secretary of State's Office. Please return one copy to me together with the Certificate of Status showing filing information.

In addition, I enclose this firm's check in the amount of \$122.50, in payment of the following corporation filing fees:

1. Filing Fee - \$35.00
2. Registered Agent Designation - \$35.00
3. Certified Copy - \$52.50

If you should have any questions, please contact me at once.

Sincerely,

Todd W. Fennell
Todd W. Fennell

TWF:gc
enclosures

cc: Mr. Charles B. Fox, w/enclosure
Eugene J. O'Neill, Esquire, w/enclosure

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
9/13/95

ARTICLES OF INCORPORATION
OF
GAIL B. MARKETING, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

GAIL B. MARKETING, INC.

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be:

1825 Tarpon Lane
H-102
Vero Beach, FL 32960

ARTICLE III

Business and Purposes

The general purpose for which this Corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this Corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

ARTICLE IV

Capital Stock

(a) The aggregate number of shares of capital stock authorized to be issued by this Corporation is 10,000 shares, of which 5,000 shares shall be Class A common stock having a par value of \$.01 per share and 5,000 shares shall be Class B preferred stock having a par value of \$.01 per share. The Class A common stock shall, to the exclusion of the holders of Class B preferred stock, have full voting power for all purposes. Each share of Class A common stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this Corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this Corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this Corporation at a fair valuation to be fixed by the Board of Directors. All of said stock shall be issued as fully paid and non-assessable.

(b) The relative rights, preferences, privileges and limitations of the shares of each class of stock are as follows:

(i) Dividends. The holders of Class B preferred stock, in preference and priority to the holders of Class A common stock, shall be entitled to receive, when and as declared by the Board of Directors, noncumulative dividends at the rate of \$1.00 per share per year, or such higher dividend rate as may be determined by the Board of Directors, payable to shareholders of record at the close of business on such date preceding the payment thereof as may be fixed by the Board of Directors on declaring any such dividend. Such dividend shall not be cumulative and the holders of Class B preferred stock shall have no right to such dividend even if the Corporation has funds legally available for the payment of dividends unless the same shall have been declared by the Board of Directors but such dividends shall be paid or declared and set apart for payment in any year before dividends for such year are declared and paid on the Class A common stock.

(ii) Redemption. The Corporation, at the option of the Board of Directors, may redeem the whole or, from time to time, may redeem any part of the Class B preferred stock by paying therefor in cash the sum of \$60.00 per share, plus an amount equal to all dividends thereon declared but unpaid on the date fixed for redemption, such sum being hereinafter referred to as the redemption price. At least 10 days previous notice by registered mail, postage prepaid, shall be given to the holders of record of the Class B preferred stock to be redeemed, such notice to be addressed to each such shareholder at his address as shown by the records of the Corporation. On the date fixed for redemption and stated in such notice, each holder of Class B preferred stock called for redemption shall surrender his certificate for such shares to the Corporation at the place designated in such notice and shall thereupon be entitled to receive payment of the redemption price. At any time after giving notice of redemption of all or any part of the Class B preferred shares, the Corporation may deposit with a bank or trust company, as a trust fund for the benefit of the holders of the shares called for redemption, an amount in cash sufficient to pay the redemption price of such shares. After the

making of such deposit, such shares shall not be deemed to be outstanding for any purpose and the rights of the holders thereof shall be limited to the right to receive payment of the redemption price from such fund upon surrender of the certificates. Subject to the provisions thereof, the Board of Directors shall have authority to prescribe the manner in which all or any part of the outstanding preferred shares shall be redeemed.

(iii) Liquidation or Dissolution. In the event of voluntary liquidation or dissolution of the Corporation, the holders of Class B preferred stock shall be entitled to receive out of the assets of the Corporation, whether such assets are capital or surplus, the sum of \$60.00 per share and a further amount equal to any dividends thereon declared and unpaid to the date of such distribution, and no more, before any payment shall be made or any assets distributed to the holders of common shares. In the event of the involuntary liquidation or dissolution of the Corporation, the holders of preferred shares shall be entitled to receive out of the assets of the Corporation, whether such assets are capital or surplus, the sum of \$60.00 per share and a further amount equal to the dividends declared and unpaid thereon to the date of such distribution, and no more, before any payment should be made or any assets distributed to the holders of common shares. If, upon any liquidation or dissolution, whether voluntary or involuntary, the assets thus distributed among the holders of preferred shares are insufficient to permit the payment to such shareholders of the full preferential amounts thereof, then the entire assets of the Corporation to be distributed shall be distributed ratably among the holders of Class B preferred stock. After payment or distribution to the holders of Class B preferred stock of such preferential amounts, the holders of common shares shall be entitled to receive ratably all the remaining assets of the Corporation. A consolidation or merger of this Corporation with or into any other Corporation or Corporations shall not be deemed to be a liquidation or dissolution within the meaning of this clause.

(iv) Voting Rights. The holders of Class B preferred stock shall not be entitled to vote. In the election of directors of this Corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE V

Existence of Corporation

This corporation shall have a perpetual existence.

ARTICLE VI

Registered Office and Registered Agent

The initial registered office of this Corporation shall be located at 979 Beachland Boulevard, Vero Beach, Florida 32963, and the initial registered agent of this Corporation at such office shall be Eugene J. O'Neill. This Corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VII

Board of Directors

The Board of Directors of this Corporation shall consist of not less than one (1) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this Corporation shall be managed by the Board of Directors, which may exercise all such powers of this Corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this Corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this Corporation may remove any director from office at any time with or without cause.

ARTICLE VIII

Initial Board of Directors

The initial Board of Directors of this Corporation shall consist of one (1) member, such member to hold office until his success has been duly elected and qualify. The name and street address of the initial director is:

Name

Address

Charles B. Fox

1825 Tarpon Lane, H-102
Vero Beach, FL 32960

ARTICLE IX

Incorporator

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

Name

Address

Todd W. Fennell

979 Beachland Boulevard
Vero Beach, Florida 32963

ARTICLE X

By-Laws

(a) The power to adopt the by-laws of this Corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this Corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any by-law made by them that such by-law shall not be altered, amended or repealed by the Board of Directors.

(b) The by-laws of this Corporation shall be for the government of this Corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this Corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE XI

Amendment of Articles of Incorporation

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, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE XII

Affiliated Transactions

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this Corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.

Todd W. Fennell
TODD W. FENNELL

GAIL B. MARKETING, INC.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

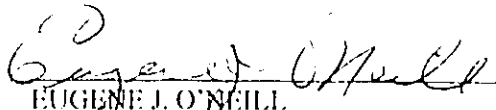
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, EUGENE J. O'NEILL, having been named as Registered Agent to accept service of process for the above-named Corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 8th day of September, 1995.


EUGENE J. O'NEILL