

P4502207215/

OFFICE USE ONLY (Document #)

DATE & (1/15/95)
26133 US Highway 19 N6, 70000158 7227
H 210
(Requestor's Name)
(Address)
Clearwater, FL 34617
(City, State, Zip) (Phone #)
(31623)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. _____
(Corporation Name) H.B.P., Inc. (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☐ Walk in ☐ Pick up time _____

☐ Certified Copy

☐ Mail out ☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

SEP 18 AM 10:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/19/95

TS

Examiner's Initials

ARTICLES OF INCORPORATION
FOR
A.B.P., INC.

FILED
25 SEP 19 11:09:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
7000001587227
--09/18/95--01050--004
***122.50 ***122.50

ARTICLE I

THE NAME OF THIS CORPORATION IS:

A.B.P., INC.

ARTICLE II

ITS REGISTERED OFFICE IN THE STATE OF FLORIDA IS TO BE:

A.B.P., INC.
26133 U.S. HIGHWAY 19 NORTH, SUITE 210
CLEARWATER, FLORIDA 34623

ITS REGISTERED AGENT THEREOF IS MR. DALE E. CHASTEK WHOSE ADDRESS IS THE SAME AS STATED AS THE REGISTERED OFFICE OF A.B.P., INC.

ARTICLE III

THE NATURE OF THE BUSINESS AND, THE OBJECTS AND PURPOSES PROPOSED TO BE TRANSACTED, PROMOTED AND CARRIED ON, ARE TO DO ANY AND ALL THINGS HEREIN MENTIONED, AS FULLY AND TO THE SAME EXTENT AS NATURAL PERSONS MIGHT OR COULD DO, AND IN ANY PART OF THE WORLD, VIZ:

"THE PURPOSE OF THE CORPORATION IS TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH CORPORATIONS MAY BE ORGANIZED UNDER CHAPTER 607 OF THE GENERAL CORPORATION ACT OF FLORIDA".

ARTICLE IV

THE AMOUNT OF THE TOTAL AUTHORIZED CAPITAL STOCK OF THIS CORPORATION IS ONE THOUSAND (1,000) SHARES OF NO PAR VALUE

ARTICLE V

THE NAME AND MAILING ADDRESS OF THE INCORPORATION IS AS FOLLOWS:

A.B.P., INC.
26133 U.S. HIGHWAY 19 NORTH SUITE 210
CLEARWATER, FLORIDA 34623

ARTICLE VI

THE POWERS OF THE INCORPORATOR ARE TO TERMINATE UPON FILING OF THE ARTICLES OF INCORPORATION, AND THE NAME AND MAILING ADDRESS OF THE PERSON WHO WILL SERVE AS DIRECTOR UNTIL THE FIRST ANNUAL MEETING OF THE STOCKHOLDERS OR UNTIL THEIR SUCCESSORS ARE ELECTED AND QUALIFY IS AS FOLLOWS:

DALE E. CHASTER
26133 U.S. HIGHWAY 19 NORTH, SUITE 210
CLEARWATER, FLORIDA 34623

ARTICLE VII

THE DIRECTORS SHALL HAVE POWER TO MAKE AND TO ALTER OR AMEND THE BYLAWS: TO FIX THE AMOUNT TO BE RESERVED FOR WORKING CAPITAL, AND TO AUTHORIZE AND CAUSE TO BE EXECUTED MORTGAGES AND LIENS WITHOUT LIMIT AS TO AMOUNT, UPON THE PROPERTY AND FRANCHISE OF THE CORPORATION.

WITH THE CONSENT IN WRITING, AND PURSUANT TO A VOTE OF THE HOLDERS OF A MAJORITY OF THE CAPITAL STOCK ISSUED AND OUTSTANDING, THE DIRECTORS SHALL HAVE THE AUTHORITY TO DISPOSE, IN ANY MANNER, OF THE WHOLE PROPERTY OF THIS CORPORATION.

THE BYLAWS SHALL DETERMINE WHETHER AND TO WHAT EXTENT THE ACCOUNTS AND BOOKS OF THIS CORPORATION SHALL BE OPENED TO THE INSPECTION OF THE STOCKHOLDERS AND NO STOCKHOLDER HAS ANY RIGHT OF INSPECTING ANY ACCOUNT OR BOOK OR DOCUMENT OF THIS CORPORATION, EXCEPT AS CONFERRED BY THE LAW OF THE BYLAWS OR BY RESOLUTION OF THE STOCKHOLDERS.

THE STOCKHOLDERS AND DIRECTORS SHALL HAVE THE POWER TO HOLD THEIR MEETINGS AND KEEP THE BOOKS, DOCUMENTS AND PAPERS OF THE CORPORATION OUTSIDE OF THE STATE OF FLORIDA, AT SUCH PLACES AS MAY FROM TIME TO TIME DESIGNATED BY THE BYLAWS OR BY RESOLUTION OF THE STOCKHOLDERS OR DIRECTORS, EXCEPT AS OTHERWISE REQUIRED BY THE LAWS OF THE STATE OF FLORIDA.

IT IS THE INTENTION THAT THE OBJECTS, PURPOSES AND POWERS SPECIFIED IN THE THIRD ARTICLE HEREOF SHALL, EXCEPT WHERE OTHERWISE SPECIFIED IN SAID ARTICLE, BE NO WAY LIMITED OR RESTRICTED BY REFERENCE TO OR INFERENCE FROM THE TERMS OF ANY OTHER CLAUSE OR PARAGRAPH IN THESE ARTICLES OF INCORPORATION, BUT THAT THE OBJECTS, PURPOSES AND POWERS SPECIFIED IN THE THIRD ARTICLE AND IN EACH OF THE CLAUSES AND PARAGRAPHS OF THIS CHARTER SHALL BE REGARDED AS INDEPENDENT OBJECTS, PURPOSES AND POWERS.

I, THE UNDERSIGNED, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, DO MAKE, FILE, AND RECORD THESE ARTICLES AND DO CERTIFY THAT THE FACTS HEREIN ARE TRUE AND I HAVE ACCORDINGLY HEREUNTO SET MY HAND.

DATE: 11 SEPT, 1995

STATE: FLORIDA

COUNTY: PINELAS

Paul E. Chast

PAUL E. CHASTER

ON THIS 11th DAY OF September, 1995, THEN AND THERE PERSONALLY APPEARED BEFORE ME THE UNDERSIGNED, A NOTARY PUBLIC, IN AND FOR COUNTY AND STATE.

Rachel H. Craig

NOTARY PUBLIC, STATE OF

MY COMMISSION EXPIRES,



RACHEL H. CRAIG
MY COMMISSION # CC477286 EXPIRES
June 28, 1999
BONDED THRU TROY FAIN INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, MAKING
RESIDENT AGENT AVAILABLE WHEN PROCESS MAY BE SERVED

IN THE CASE OF CHAPTER 602.04, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED, IN COMPLIANCE WITH SAID ACT:

DALE E. CHASTEK, INC., DESIRING TO ORGANIZE UNDER THE LAWS OF
THE STATE OF FLORIDA WITH ITS PRINCIPLE OFFICE, AS INDICATED
IN THE ARTICLES OF INCORPORATION IN THE CITY OF:
CLEARWATER, COUNTY OF PINELLAS, STATE OF FLORIDA HAS NAMED
DALE E. CHASTEK LOCATED AT: 26133 U.S. HIGHWAY 19 NORTH,
SUITE 210, CLEARWATER, FLORIDA, 34623

ACKNOWLEDGMENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT PLACE DESIGNATED IN THIS CERTIFICATE,
I HEREBY ACCEPT TO ACT IN THIS CAPACITY AND AGREE TO COMPLY
WITH THE PROVISIONS OF SAID ACT RELATIVE TO KEEPING OPEN SAID
OFFICE.

BY:

Dale E. Chastek

DALE E. CHASTEK, RESIDENT AGENT

(A FLORIDA CORPORATION IN FORMATION)

1201 HAYS STREET

TALLAHASSEE, FL 32301

904-222-0070

TELEFAX 904-222-0071

800-377-8016

P95000072151



PRESTIGIOUS
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 979680 4346980

AUTHORIZATION :

COST LIMIT : \$ 122,50

Patricia Piggett

ORDER DATE : June 7, 1996

ORDER TIME : 9:39 AM

ORDER NO. : 979680

CUSTOMER NO: 4346980

CUSTOMER: Ms. Patty McElwain
Kalish & Ward
Suite 4100
101 East Kennedy Boulevard
Tampa, FL 33602

ARTICLES OF MERGER

SUNSHINE MARKETING CONSULTANTS
INC.

INTO

A.B.P., INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

X _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY .

CONTACT PERSON: GLS

EXAMINER'S INITIALS: _____

Merges
Piggett

FILED
96 JUN -7 PM 12:24
RECEIVED
96 JUN -7 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION

ARTICLES OF MERGER
OF
SUNSHINE MARKETING CONSULTANTS, INC.
INTO
A.B.P., INC.

96 JUN -7 PM 12:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THESE ARTICLES OF MERGER are made as of the 6th day of June, 1996, by and between A.B.P., INC., a Florida corporation ("ABP") and SUNSHINE MARKETING CONSULTANTS, INC. ("SMCI").

Pursuant to Section 607.1105 of the Florida Business Corporation Act, ABP and SMCI hereby adopt the following Articles of Merger:

1. Plan of Merger. The Plan of Merger, which is contained in the Agreement and Plan of Merger dated June 6, 1996 by and between ABP, SMCI and Lloyd A. Kelley, is as follows:

- (a) SMCI shall be merged with and into ABP, whereupon the separate existence of SMCI shall cease and ABP, as the surviving corporation, shall continue its corporate existence under the laws of the State of Florida.
- (b) The Articles of Incorporation, bylaws, directors and officers of ABP shall continue without change as those of the surviving corporation.
- (c) ABP shall succeed to and possess all of the rights, privileges and properties, and shall be subject to all of the duties, liabilities and obligations, of each of ABP and SMCI.
- (d) All the issued and outstanding share of the Common Stock of SMCI shall in the aggregate be converted into and become 100 shares of the Common Stock of ABP.
- (e) Each issued and outstanding share of the Common Stock of ABP shall remain an issued and outstanding share of ABP and shall be unaffected hereby.

2. Effective Date. The Merger shall be effective as of the time of filing of these Articles of Merger by the Florida Department of State.

3. Approval. The Agreement and Plan of Merger dated June 6, 1996 between ABP and SMCI was approved by the shareholders of ABP on June 6, 1996 and was approved by the shareholders of SMCI on June 6, 1996. The number of votes cast was sufficient for approval.

IN WITNESS WHEREOF, the parties have executed these Articles of Merger this 6th day of June, 1996.

A.B.P., INC.

By: Dale E. Chastek
Dale E. Chastek, President

SUNSHINE MARKETING CONSULTANTS, INC.

By: Lloyd A. Kelley
Lloyd A. Kelley, President

57124

P95 000072157



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

ARTICLES OF MERGER
Merger Sheet

MERGING:

SUNSHINE MARKETING CONSULTANTS, INCORPORATED, a Florida
corporation, document number P94000009454

INTO

A.B.P., INC., a Florida corporation, P95000072151

File date: June 7, 1996

Corporate Specialist: Karen Gibson

Account number: 072100000032

Account charged: 122.50