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TALLAHASSEE, FL 32301  
904/222-9100  
904/222-9101

800-342-8086



ACCOUNT NO. : 072100000032

REFERENCE : 700713 010130

AUTHORIZATION :

COST LIMIT : 4 PPD

ORDER DATE : January 2, 1996

ORDER TIME : 9:32 AM

ORDER NO. : 700713

CUSTOMER NO: 010130

700001675507  
-01/02/96--01070--017  
\*\*\*\*122.50 \*\*\*\*122.50

CUSTOMER: Nancy Shimet, Legal Assistant  
SMITH GRIMSLEY BAUMAN  
PINKERTON PETERMAN SAXER WELLS  
25 Walter Martin Road

Ft. Walton, FL 32549

DOMESTIC FILING

NAME: TALCO AWARDS SHOWCASE, INC.

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Prezeau

EXAMINER'S INITIALS:

T. BROWN JAN - 3 1996

RECEIVED  
96 JAN -2 AM 11: 17  
DIVISION OF CORPORATION

FILED  
96 JAN -2 AM 10: 27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
TALCO AWARDS SHOWCASE, INC.

FILED  
96 JAN -2 AM 10:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I. CORPORATE NAME**

The name of this corporation is Talco Awards Showcase, Inc.

**ARTICLE II. NATURE OF BUSINESS AND POWERS**

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

**ARTICLE IV. TERM OF EXISTENCE**

This corporation shall have perpetual existence.

**ARTICLE V. PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of this corporation is 17 Higdon Court, Fort Walton Beach, Florida 32547.

**ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Registered Agent and the street address of the initial Registered Office of this corporation in the State of Florida shall be CLAUDE TALLENT, 17 Higdon Court, Fort Walton Beach, Florida 32547.

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

#### **ARTICLE VII. BOARD OF DIRECTORS**

This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by By-laws adopted by the stockholders, but shall never be less than one.

#### **ARTICLE VIII. INITIAL DIRECTORS**

The name of the initial director of this corporation and their street addresses is:

| <u>NAME</u>        | <u>ADDRESS</u>                                 |
|--------------------|------------------------------------------------|
| Claude Tallent     | 17 Higdon Court<br>Fort Walton Beach, FL 32547 |
| Betty A. Tallent   | 17 Higdon Court<br>Fort Walton Beach, FL 32547 |
| Valerie R. Coleman | 17 Higdon Court<br>Fort Walton Beach, FL 32547 |

The persons named as initial directors shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

#### **ARTICLE IX. INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

| <u>NAME</u>    | <u>ADDRESS</u>                                 |
|----------------|------------------------------------------------|
| Claude Tallent | 17 Higdon Court<br>Fort Walton Beach, FL 32547 |

#### **ARTICLE X. AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stockholders entitled to vote, unless all of the directors and all of the

stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

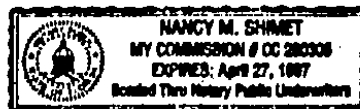
IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on the 28th day of December, 1995.

Claude Tallent  
Claude Tallent

STATE OF FLORIDA  
COUNTY OF OKALOOSA

BEFORE ME, a Notary Public personally appeared Claude Tallent, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on the 28th day of December, 1995.

Nancy M. Shimet  
Print Name Nancy M. Shimet  
NOTARY PUBLIC



**ACCEPTANCE OF REGISTERED AGENT**

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.

Claude Tallent  
Claude Tallent  
17 Higdon Court  
Fort Walton Beach, FL 32547