

P96000005549

**MONARCH VENTURES**

3740 Coppertree Circle  
Brandon, FL 33511  
(813) 654-1955

Secretary of State  
Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32302

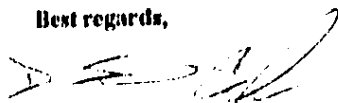
100001876001  
-01/02/96--01/22--014  
\*\*\*\*122.50 \*\*\*\*122.50

**To Whom It May Concern:**

Please find enclosed two copies of Articles of Incorporation I would like to file with your office. You'll also find enclosed a check in the amount of \$122.50 to cover the necessary filing fees and to have a certified copy returned to me as soon as possible.

Should there be any problems, I can be reached at the above address and phone number.

Best regards,

 12/27/95

D. Scott Edmiston  
Monarch Ventures

989,615, 619,591  
2V96—596

FILED  
96 JAN 18 PM 12:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 8, 1996

D. SCOTT EDMISTON  
3470 COPPERTREE CIRCLE  
BRANDON, FL 33522

SUBJECT: MONARCH VENTURES, INC.  
Ref. Number: W96000000590

We have received your document for MONARCH VENTURES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6972.

Doris Brown  
Document Specialist

Letter Number: 796A00000916

*Monarch Ventures, Inc.*  
*813 E. Bloomingdale Ave. Suite 142 Brandon, FL 33511*  
*(813) 654-1955 voice/fax (813) 209-7451 pager*

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January 16, 1996

Department of State  
Division of Corporations  
Attn: Ms Beth Register  
P.O. Box 6327  
Tallahassee, FL 32314

Ms. Register:

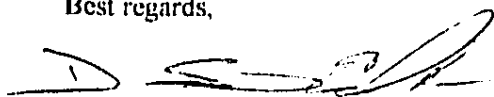
Please find enclosed a signed copy of the articles of incorporation for Monarch Ventures, Inc. that we discussed today. Please get this formally completed as soon as possible.

I had sent up an identical set of articles on or about 12/26/95 that were rejected due to the non-acceptance by the registered agent. A careful examination of the address that was used to notify the registered agent compared to the address referenced in the articles will show there was a mistake made.

I'm sure you can understand the time-sensitivity of this matter. It is very important to me that this gets done as soon as possible. If there is any way that I can be of further assistance please feel free to contact me via the above fax or telephone number. I can also be reached by e-mail at [davsc@gnn.com](mailto:davsc@gnn.com).

Thank you for the personal attention you provided in this matter this morning.

Best regards,



D. Scott Edmiston  
Monarch Ventures (Inc?)

*Also, I am  
interested in receiving a  
certified copy returned to me.  
I have included a second copy.  
S.E.*

**ARTICLES OF INCORPORATION  
OF  
MONARCH VENTURES, INC.**

**FILED**  
96 JAN 18 PM 12:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these articles of incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the state of Florida and I do hereby certify that I have become such a corporation under and pursuant to the following Articles of Incorporation.

**ARTICLE I.**

The name of the corporation is **Monarch Ventures, Inc.**

**ARTICLE II**

The general nature of the business to be transacted by this corporation shall be and is as follows:

1. To engage in and to own, operate, run, conduct and manage a business of venture capital and business consulting and to perform such services as are incidental, proper or necessary to the operation of such business and all adjuncts thereto, and to carry on and conduct all lawful business for which corporations may be incorporated under the Florida General Corporation Act, Chapter 607 of the Florida Statutes.
2. For the purpose of carrying on the business aforesaid, to buy, lease, sell and convey property, both real and personal, as the same shall either be necessary or incidental to the conduct of said business.
3. To purchase, lease or exchange, hire or otherwise acquire, hold, own, possess, equip, use, improve, maintain, manage, develop, exploit, deal in, dispose of any kind of real and personal property of every kind and description, and property in the nature of either real or personal property, including all rights, estates, interests, franchises, licenses, and privileges in such property whether real, personal or mixed, improved or unimproved in the state of Florida or elsewhere.
4. To acquire all or any part of the goodwill, rights, property and business of any person, entity, partnership, association or corporation: to pay for the same in cash or in stocks, bonds, notes, mortgages or other obligations of the Corporation: or otherwise to hold, utilize and, in any manner, dispose of the whole or any part of the rights and property so acquired, and to assume in connection therewith any liabilities of any such person, entity, partnership, association or corporation and conduct, in any lawful manner, the whole or any part of the business so acquired.
5. To conduct any of the business of the Corporation either as principal, agent or factor in any other manner or any other basis permitted by the Florida General Corporation Act
6. The foregoing clauses shall each be construed as purposes, objects and powers and it is hereby expressly provided that the enumeration herein of specific purposes, objects and powers of the Corporation and the matters expressed in each clause shall, except as expressly otherwise provided, be in no wise limited by reference to or inference for terms of any other clause, but shall be regarded independent purposes, objects and powers.

### **ARTICLE III**

The maximum number of shares of stock that this corporation is authorized to have issued and outstanding at any time is 1,000 shares of common stock at \$1 par value, said stock may be issued by the corporation, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation at a valuation which, in its judgment shall seem adequate, and the vote or consent of the stockholders shall not be necessary for such issue. When the consideration fixed by the Board of Directors for said stock has been fully paid and delivered, any and all shares so issued therefore, shall be fully paid stock and not subject to any further call or assessment thereon.

### **ARTICLE IV**

The duration of this corporation is to be perpetual.

### **ARTICLE V**

The street and mailing addresses of the initial principal office of this corporation is 3740 Coppertree Circle, Brandon, Florida 33511 and the name of the initial registered agent of this corporation is David Scott Edmiston.

The Board of Directors may from time to time, change the registered agent and office of the Corporation.

### **ARTICLE VI**

This corporation shall have at least one (1) director initially. The number of directors may be increased or diminished, from time to time, in accordance with the by-laws of the Corporation in the manner provided by law. Directors need not be stockholders.

### **ARTICLE VII**

The names and addresses of the members of the first Board of Directors, who subject to the provisions of these Articles of Incorporation, the by-laws of this corporation and the laws of the State of Florida, shall hold office for the first year of the Corporation's existence or until their successors are elected and are qualified, are as follows:

<b>NAME</b>	<b>ADDRESS</b>
David Scott Edmiston	3740 Coppertree Circle, Brandon, Fl. 33511

### **ARTICLE VIII**

The name and address of the subscriber to these Articles of Incorporation is David Scott Edmiston, 3740 Coppertree Circle, Brandon, Fl. 33511

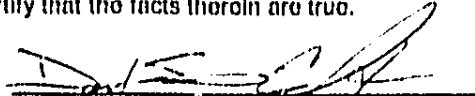
### **ARTICLE IX**

The officers of this corporation shall include a President, a Secretary and a Treasurer and such officers, agents and factors who shall be chosen in such a manner, shall hold offices for such terms and have such powers and duties as may be prescribed by the by-laws or determined by the Board of Directors. Any two or more offices may be held by the same person.

**ARTICLE X**

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 proscribed by law and all rights conferred on stockholders are granted subject to this reservation.

In witness whereof, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this 22nd day of December, 1995 for the purpose of forming this corporation under the laws of the State of Florida and I hereby make and file, in the office of the Secretary of State of Florida, these Articles of Incorporation and certify that the facts therein are true.

  
(SEAL)

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

Before me, the undersigned authority, personally appears David Scott Edmiston, to me having shown proper identification and known to me to be the individual subscribing in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same for the purposes contained therein.

WITNESS MY HAND AND OFFICIAL SEAL THIS \_\_\_\_\_ DAY OF

\_\_\_\_\_, 1995.

\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA AT  
LARGE


MY COMMISSION EXPIRES: \_\_\_\_\_

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:


FIRST -- MONARCH VENTURES, INCORPORATED

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT COUNTY OF HILLSBOROUGH, STATE OF FLORIDA, HAS NAMED DAVID SCOTT EDMISTON LOCATED AT 3740 COPPERTREE CIRCLE BRANDON, COUNTY OF HILLSBOROUGH, STATE OF FLORIDA, AS IT'S AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.



CORPORATE OFFICER

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.



SIGNATURE (RESIDENT AGENT)

12.22.95

DATE

FILED  
96 JAN 18 PM 12:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA