

**P96000008129**

**CAPITAL CONNECTION, INC.**

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

of 52376  
 P.O. FROM THE DIVISION OF  
 TALLAHASSEE, FLORIDA

RE: Marketing Bu  
Design of SWASOLA, 23  
INC.

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_

- Capital Express™
- Art. of Inc. File
- Corp. Record Search
- Ltd. Partnership File
- Foreign Corp. File
- ( ) Cert. Copy(s)
- Art. of Amend. File
- Dissolution/Withdrawal
- C U B- **300001698049**
- Fictitious Name File **-01/25/96--01063--012**  
 \*\*\*\*\*122.50 \*\*\*\*\*122.50
- Name Reservation
- Annual Report/Reinstatement
- Reg. Agent Service
- Document Filing
- Corporate Kit
- Vehicle Search
- Driving Record
- Document Retrieval
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- File No.'s, \_\_\_\_\_ Copies
- Courier Service
- Shipping/Handling
- Phone ( ) \_\_\_\_\_
- Top Priority \_\_\_\_\_
- Express Mail Prep. \_\_\_\_\_
- FAX ( ) \_\_\_\_\_ pgs.

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

EFFECTIVE DATE  
1-19-96

96 JAN 26 AM 8:48  
 FILED  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

*DMC*  
*1-26-96*

~~1/25/96~~

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	_____	_____	_____
TIME	<u>NC</u>	_____	CK No. _____
BY	_____	_____	_____

WALK-IN Will Pick Up 1/25 2:00

SUBTOTALS	_____
FEE.....	_____
DISBURSED.....	_____
SURCHARGE.....	_____
TAX on corporate supplies.....	_____
SUBTOTAL.....	_____
PREPAID.....	_____
BALANCE DUE.....	_____

96 JAN 25 PM 1:15  
 RECEIVED  
 DIVISION OF CORPORATIONS

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 16% per Annum.

THANK YOU  
 from  
 Your Capital Connection



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

RECEIVED  
96 JAN 25 PM 4 25  
DIVISION OF CORPORATION

January 25, 1996

CAPITAL CONNECTION, INC.  
P O BOX 10349  
TALLAHASSEE, FL 32302

SUBJECT: MARKETING BY DESIGN OF SARASOTA, INC.  
Ref. Number: W96000001954

We have received your document for MARKETING BY DESIGN OF SARASOTA, 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 effective date is not acceptable since it is not within five working days of the date of receipt.

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) 487-6915.

Pamela Hall  
Document Specialist

Letter Number: 096A00003339

CORRECTED

**ARTICLES OF INCORPORATION  
OF  
MARKETING BY DESIGN OF SARASOTA, INC.**

**FILED**

96 JAN 26 AM 0:40

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to the articles of incorporation, **BENNIE L. BARTON**, who is a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida as follows:

**ARTICLE I.**

EFFECTIVE DATE

1-19-96

Name

The name of this corporation is **MARKETING BY DESIGN OF SARASOTA, INC.** The mailing address of the corporation is 672 Apex Rd., Sarasota, Florida 34230.

**ARTICLE II.**

Term of Existence

The date when corporate existence shall commence shall be the date of subscription and acknowledgment of these articles and the corporation shall have perpetual existence thereafter.

**ARTICLE III.**

Nature of Business

The corporation is organized to engage in any and all lawful businesses.

## ARTICLE IV.

### Powers

The corporation shall have power:

- (a) To have perpetual succession by its corporation name.
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- (f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.
- (g) To purchase, take receive, subscribe for, or otherwise acquire, own, hold, vote, use employ, sell, mortgage, lend, pledge, or otherwise use and deal in and with, shares or other interests in, or obligations or, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other municipality or of any instrumentality thereof.
- (h) To make contracts and guaranties and incur liabilities, borrow money at such rates of interest as the corporation ma determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.

(k) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(l) To make and alter bylaws, not inconsistent with these articles of incorporation and the laws of this state, for the administration and regulation of the affairs of the corporation.

(m) To make donations for the public welfare or for charitable scientific or educational purposes.

(n) To transact any lawful business which the board of directors shall find will be in aid of governmental policy.

(o) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(p) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise.

(q) To have and exercise all powers necessary or convenient to affect its purposes.

ARTICLE V.

Capital Stock

This corporation is authorized to issue ONE THOUSAND (1,000) shares of no par value common stock, which may be fractional shares. All stock, when issued, shall be fully paid and non-assessable.

ARTICLE VI.

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 523 South Washington Blvd., Sarasota, Florida 34236 and the name of its initial registered agent at such address is DAVID S. SIMON.

ARTICLE VII.

Directors

The corporation shall have one director initially. The number of directors may be increased or diminished from time to time by bylaws adopted by the board of directors, but any amendment to the bylaws which either increase or decrease the number of directors shall be ratified by holders of a majority of the outstanding shares of stock of the corporation, provided that the corporation shall always have at least one director. The name and street address of the initial director of this corporation, who shall serve until their successors are duly elected and qualified, is:

Name

Address

BENNIE L. BARTON

672 Apex Rd.  
Sarasota, FL 34230

ARTICLE VIII.

Subscribers

The name and street address of the incorporator signing these articles of incorporation is:

<u>Name</u>	<u>Address</u>
BENNIE L. BARTON	672 Apex Rd. Sarasota, FL 34230

ARTICLE IX.

Special Provisions

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors of this corporation.

ARTICLE X

Indemnification

The corporation shall indemnify any director or officer or any former director or officer, to the full extent permitted by law.

ARTICLE XI.

Preemptive Rights

Each shareholder of the corporation shall be entitled to full preemptive rights to acquire his proportional part of any unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to acquire such shares, which may be issued at any time by the corporation.

ARTICLE XII.

Removal of Directors

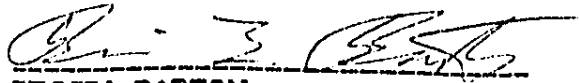
The shareholders of this corporation shall be entitled to remove any director from office at any time for any reason whatsoever, whether or not there is cause for removal.

ARTICLE XIII.

Amendment

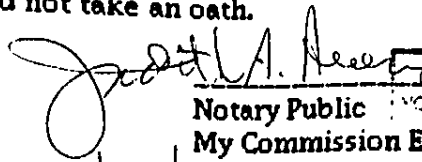
These articles of incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation on Jan 19, 1996.

  
BENNIE L. BARTON

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me on Jan 19, 1996 by BENNIE L. BARTON, who is personally known to me or had produced \_\_\_\_\_ as identification and \_\_\_\_\_ who did  did not take an oath.

  
OFFICIAL NOTARY SEAL  
JUDITH A. AVERY  
Notary Public NOTARY PUBLIC STATE OF FLORIDA  
My Commission Expires COMMISSION NO. CC199620  
EXPIRES ON EXP. MAY 10, 1999  
5/10/96



**CERTIFICATION OF DESIGNATION**  
**REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of the corporation is **MARKETING BY DESIGN OF SARASOTA, INC.**

2. The name and address of the registered agent and office is:

**DAVID S. SIMON, ESQ.**  
Law Office of David S. Simon  
523 South Washington Blvd.  
Sarasota, FL 34236

**FILED**  
96 JAN 26 AM 8:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT OBLIGATION OF MY POSITION AS REGISTERED AGENT.



\_\_\_\_\_  
DAVID S. SIMON, ESQ.  
Registered Agent