

FROM: HONEY ADAMS & CRISER

(MON) 03.11.96 17:00/ST 16:58/NO. 96000355

3/11/96 DIVISION OF CORPORATIONS 4:52 PM
PUBLIC ACCESS SYSTEM

TO: DIVISION OF CORPORATIONS FROM: HONEY ADAMS & CRISER, P.A.
DEPARTMENT OF STATE 50 N LAURA ST
STATE OF FLORIDA 3400 BARNETT CENTER
400 EAST GAINES STREET JACKSONVILLE FL 32202-
TALLAHASSEE, FL 32399 CONTACT: CORINNE P MCCLURE
FAX: (904) 922-4000 PHONE: (904) 354-1100
FAX: (904) 794-2661

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: NEW IMAGE WHOLESALE, INC.
FAX AUDIT NUMBER: H96000003449 CURRENT STATUS: REQUESTED
DATE REQUESTED: 03/11/1996 TIME REQUESTED: 16:32:10
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 5 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$70.00 ACCOUNT NUMBER: 076226003514

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((H96000003449))

** ENTER 'M' FOR MENU. **

HAC No. 10233.102

FILED
96 MAR 12 PM 3:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 MAR 12 AM 8:12

RECEIVED

H96000003449

Articles of Incorporation
of
NEW IMAGE WHOLESALE, INC.

FILED
95 MAR 12 PM 3:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name and Duration

The name of the Corporation is New Image Wholesale, Inc. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation in the State of Florida is c/o Mahoney Adams & Criser, P.A., 50 N. Laura Street, 3400 Barnett Center, in the City of Jacksonville 32202.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is c/o Mahoney Adams & Criser, P.A., 50 North Laura Street, 3400 Barnett Center, in the City of Jacksonville, County of Duval. The name of the registered agent at such address is RAX CO.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

Prepared by Peter O. Larson, Esq.
Mahoney Adams & Criser, P.A.
P. O. Box 4099
Jacksonville, FL 32201
(904) 354-1100
Attorney No. 0849146

H96000003449

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2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V

Capital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is One Thousand (1,000) shares of Common Stock ("Common Stock") \$0.10 par value per share.

ARTICLE VI

Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

Name

RAX CO.

Address

c/o Mahoney Adams & Criser, P.A.
3400 Barnett Center
Jacksonville, FL 32202

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The names and mailing addresses of the persons who shall serve as directors of the Corporation until the first annual meeting of the shareholders are as follows:

H9600003449

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Name

Address

Martin D. Parlato

P. O. Box 32363
Jacksonville, FL 32201

ARTICLE VIII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X

Indemnification

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

ARTICLE XI

Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

H96000003449

FROM MAHONEY ADAMS & CRISER

(MON) 03. 11' 96 17:01/ST. 16:58/NO. 3560367355 P 5/8

H96000003449

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Jacksonville, Duval County, Florida, this 11th day of March, 1996.

RAX CO., a Florida corporation

By: 
Ralph R. Wickersham, Vice President

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REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That NEW IMAGE WHOLESALE, INC., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Jacksonville, County of Duval, State of Florida, has named RAX CO., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further ~~that I am~~ familiar with §607.0501, Florida Statutes.

RAX CO., a Florida corporation

By: 

Ralph R. Wickersham, Vice President

DATED: March 11, 1996

H9600003449

P96000022410

FROM MAHONEY ADAMS & CRIBER, P.A. 07/01/96 10:09 AM NO 180 07343 P 1

7/01/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

10:09 AM

((H96000009104)))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: MAHONEY ADAMS & CRIBER, P.A.

DEPARTMENT OF STATE

50 N LAURA ST

STATE OF FLORIDA

3400 BARNETT CENTER

409 EAST GAINES STREET

JACKSONVILLE FL 32202- 629

TALLAHASSEE, FL 32399

CONTACT: CORINNE P MCCLURE

FAX: (904) 922-4000

PHONE: (904) 364-1100

FAX: (904) 798-2661

((H96000009104)))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: NEW IMAGE WHOLESALE, INC.

FAX AUDIT NUMBER: H96000009104

CURRENT STATUS: REQUESTED

DATE REQUESTED: 07/01/1996

TIME REQUESTED: 10:09:53

CERTIFIED COPIES: 0

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 1

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$35.00

ACCOUNT NUMBER: 076226003514

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((H96000009104)))

** ENTER 'M' FOR MENU. **

MAC No. 18233.102

RECEIVED
TALLAHASSEE, FLORIDA

96 JUL -1 PM 12:17

FILED

✓
C. G. G. G.
Linda

RECEIVED

96 JUL -1 AM 10:38

RECEIVED

H96000009104

**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
NEW IMAGE WHOLESALE, INC.**

New Image Wholesale, Inc. (the "Corporation"), pursuant to Section 607.1006, Florida Statutes, does hereby file the following Articles of Amendment:

1. The name of the Corporation is New Image Wholesale, Inc.
2. Article I of the Articles of Incorporation of the Corporation is hereby amended to read in its entirety as follows:

ARTICLE I

NAME AND ADDRESS

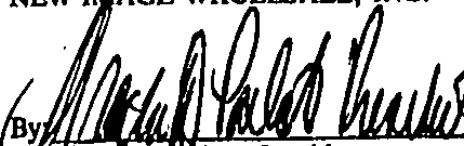
The name of this Corporation is MDP Inc. of Jacksonville. The address of the principal office of the Corporation in the State of Florida is:

445 State Road 13 North
No. 268
Jacksonville, FL 32259-3838

3. The amendments were adopted on the 28 day of June, 1996.
6. The amendments were duly approved by the sole shareholder of the Corporation in accordance with Section 607.1006.

Dated June 28, 1996.

NEW IMAGE WHOLESALE, INC.

By: 
Martin D. Parlato, President

o:\fax\mcclure\larsen\mdp\amend.art

Prepared by Peter O. Larsen, Esq.
Mahoney Adams & Criser, P.A.
P. O. Box 4099
Jacksonville, FL 32201
(904) 354-1100
Florida Bar No. 0849146

H96000009104

P96000022410

Requestor's Name

MAHONEY ADAMS & CRISER, P.A.

POST OFFICE BOX 4099

JACKSONVILLE, FLORIDA 32201

Office Use Only

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

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #) 700002018747--5
-12/03/96--01172--008
*****70.00 *****35.00
3. _____ (Corporation Name) _____ (Document #) 200002092032--6
-02/19/97--01061--003
*****105.00 *****52.50
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

APPROVED
AND
FILED

97 FEB 14 PM 2:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000022
W 12A2
12-14 97
RA resig.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 12, 1996

CORINNE P. MCCLURE
POST OFFICE BOX 4099
JACKSONVILLE, FL 32201

SUBJECT: MDP INC. OF JACKSONVILLE
Ref. Number: P96000022410

We have received your document for MDP INC. OF JACKSONVILLE and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

To resign as registered agent for a corporation, the enclosed resignation form should be completed and returned with a fee of \$87.50 for an active corporation or \$35 for an administratively dissolved corporation.

There is a balance due of \$52.50.

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) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 196A00055680

RECEIVED
97 FEB 10 AM 9:05
DIVISION OF CORPORATIONS

RESIGNATION OF REGISTERED AGENT

Pursuant to the provisions of Section 607.0502(2), Florida Statutes, the undersigned, RAX CO., a Florida corporation, hereby resigns as Registered Agent for MDP Inc. of Jacksonville, Charter No. P96000022410.

A copy of this resignation was mailed to the above-listed corporation at its last known address, as follows:

MDP Inc. of Jacksonville
445 State Road 13 North, No. 268
Jacksonville, FL 32259-3838

The agency is terminated and the office discontinued on the 31st day after the date on which the statement was filed.

RAX CO., a Florida corporation

By: 

Sidney F. Ansbacher, Vice President

APPROVED
AND
FILED
97 FEB 14 PM 2:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra M. Morone
Secretary of State

April 24, 1997

MDP INC. OF JACKSONVILLE
445 STATE ROAD 13 NORTH
#268
JACKSONVILLE, FL 32259-3838

SUBJECT: MDP INC. OF JACKSONVILLE

Document #: P96000022410

Due to your failure to respond to our letter advising you of your corporation not maintaining a registered agent and giving you 60 days notice of our intent to dissolve the above corporation, this corporation is now administratively dissolved.

A Certificate of Dissolution is enclosed.

If you have any questions concerning this matter, please call (904) 487-6916.

Carol Mustain
Corporate Specialist
Amendment Section
Division of Corporations

Letter Number: 397A00021140

State of Florida



Department of State

CERTIFICATE OF ADMINISTRATIVE DISSOLUTION

The provisions of section 607.1421 or 617.1421, Florida Statutes, which requires 60 days notice of a proposed dissolution, have been met for MDP INC. OF JACKSONVILLE, a corporation organized under the laws of the State of Florida. This corporation is hereby administratively dissolved as of April 24, 1997 for failure to designate and maintain a registered agent, as required by law.

The document number of this corporation is P96000022410.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capitol, this the
Twenty-fourth day of April, 1997



CR2EO22 (2-95)

Sandra B. Northam

Sandra B. Northam
Secretary of State



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 19, 1997

MDP INC. OF JACKSONVILLE
445 STATE ROAD 13 NORTH
#268
JACKSONVILLE, FL 32259-3838

SUBJECT: MDP INC. OF JACKSONVILLE
Ref. Number: P96000022410

Our records indicate the registered agent for the above named corporation resigned on February 14, 1997 and that the corporation currently does not have a registered agent designated.

Chapter 607, Florida Statutes, requires this office to give 60 days notice of our intent to dissolve a corporation for failure to appoint and maintain a registered agent.

This letter is our notice of intent to dissolve the above named corporation 60 days from the date of this letter if a registered agent is not properly designated.

Enclosed is registered agent designation application for you to complete and return with a filing fee of \$35.

If you should need any further information, please contact our office at (904)-487-6050.

Carol Mustain
Corporate Specialist