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MMCI

Management & Marketing Consulting, Inc.

March 15, 1996

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Subject: Management & Marketing Consulting, Inc.

Enclosed is an original and two (2) copies of the articles of incorporation and check for \$131.25  
for Filing Fee, Certified Copy & Certificate

From: Franklin Watson  
3794 Patch Drive  
Tallahassee, FL 32308  
904-894-3363

Enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FL 32304

3794 Patch Drive, Tallahassee, FL 32308 Voice and Fax 904-894-3363

GB 3/25/96

**ARTICLES OF INCORPORATION  
OF  
MANAGEMENT & MARKETING CONSULTING, INC.**

The undersigned do hereby associate themselves together for the purpose of forming a corporation under the laws of the State of Florida under the corporate name of MANAGEMENT & MARKETING CONSULTING, INC., hereby set forth and declare:

**CHARTER**

**Article I**

The name of the corporation shall be MANAGEMENT & MARKETING CONSULTING, INC., located at the City of Tallahassee, County of Leon, State of Florida.

**Article II**

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

**Article III**

The amount of the capital stock of this corporation shall be 5000 shares of One (\$1.00) Dollar par value stock, which said stock shall be non-assessable to be held, sold, and paid for at such time and in such manner as the Board of Directors may from time to time determine. All of the capital stock shall be common stock.

**Article IV**

The corporation shall commence business on filing with the Secretary of State.

**Article V**

The corporation shall have perpetual existence, except that the same may be dissolved, as provided by law.

## **Article VI**

The principal place for the transacting of its business shall be 3794 Patch Drive, the City of Tallahassee, County of Leon, the State of Florida. That said corporation shall have the right an authority to do business at such other place or places within or without the State of Florida as the corporation may, by resolution, designate.

## **Article VII**

The corporation shall have a Board of five (5) Directors and may increase to not more than eight (8) Directors. The number of directors each may be determined by the Shareholders at their annual meeting, or may be fixed by the Bylaws.

## **Article VIII**

The Officers by whom the business of said corporation shall be conducted shall be a President, who shall be a Director, a Secretary/Treasurer and such other officers, agents and factors shall be chosen in such manner, hold their office for such term and have such powers and duties as may be prescribed by the Bylaws or determined by the Board of Directors. The names and post office addresses of the Officers and first Board of Directors who shall conduct the business of the corporation until their successors are elected and qualified following the first meeting of shareholders shall be:

FRANKLIN WATSON  
3794 Patch Drive  
Tallahassee, Fl 32308

President and Director

NANCY H. WATSON  
3794 Patch Drive  
Tallahassee, FL 32308

Secretary/Treasurer & Director

MICHAEL S. WATSON  
3794 Patch Drive  
Tallahassee, FL 32308

Director

MATTHEW S. WATSON                      Director  
3794 Patch Drive  
Tallahassee, FL 32308

JULIE M. WATSON                      Director  
3794 Patch Drive  
Tallahassee, FL 32308

### Article IX

The names and post office address of such subscribers of the Articles of Incorporation, with the amount of stock subscribed for and agreed to be taken by each are as follows:

FRANKLIN WATSON  
and  
NANCY H. WATSON  
as  
Tenants in the Entirety                      52 Shares  
3794 Patch Drive  
Tallahassee, FL 32308

MICHAEL S. WATSON                      16 Shares  
3794 Patch Drive  
Tallahassee, FL 32308

MATTHEW S. WATSON                      16 Shares  
3794 Patch Drive  
Tallahassee, FL 32308

JULIE M. WATSON                      16 Shares  
3794 Patch Drive  
Tallahassee, FL 32308

## **Article X**

The amount of indebtedness or liability to which the corporation at any time may subject itself shall be unlimited.

## **Article XI**

The street address of the initial registered office of this corporation shall be 3794 Patch Drive, Tallahassee, Florida, and the name of the initial registered agent of this corporation at this address is FRANKLIN WATSON.

## **Article XII**

Each shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his or her pro rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

## **Article XIII**

The initial Bylaws of this corporation shall be adopted by the Board of Directors. The Bylaws may be amended from time to time by either the shareholders or the directors. The shareholders may amend, alter, or repeal any Bylaws adopted by the directors. The directors may not alter, amend or repeal any Bylaw adopted by the shareholders, nor may the directors adopt Bylaws which would be in conflict with the Bylaws adopted by the shareholders.

## **Article XIV**

Any subscriber or shareholder present at any meeting, either in person, or by proxy, and any directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he or she shall make objection at such meeting to any defect or insufficiency of notice.

## **Article XV**

Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all cost and expense reasonably incurred or imposed upon said officer or director in connection with or arising out of any claim, demand, action, suit or proceeding in which he or she may be involved or

to which he or she may make a party by reason of his being or having been a director or officer of the corporation, said expenses to include attorney's fees and the cost of reasonable settlement made with a view to curtailment of cost of litigation, except in relation to matters as to which he or she finally shall be adjudged in any such action, suit, or proceeding to have been derelict in the performance of his duty as such officer or director. Such rights of indemnification shall inure to the benefit of the heirs, executors and administrators of any such director or officer.

### **Article XVI**

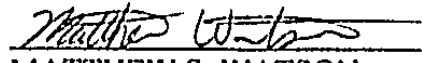
A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation either as a vendor, purchaser, or otherwise, nor shall any transaction or contract of the corporation be void or voidable by reason of the fact that any director or officer or any firm of which any director or officer is a member or any corporation of which any director or officer is a shareholder, officer, or director, in any way interested in such transaction or contract, provided that such transaction or contract is or shall be authorized, ratified, or approved either (a) by a vote of the majority of a quorum of the Board of Directors, without counting in such majority or quorum any director so interested or member of a firm so interested, or a shareholder, officer, or director of a corporation so interested, or (b) by the written consent, or by the vote of any shareholders meeting of the holders of record, of a majority of all the outstanding shares of stock in the corporation entitled to vote, nor shall any director or officer be liable to account to the corporation for any profits realized by or from or through any such transaction or contract authorized, ratified, or approved as herein provided by reason of the fact that he or she, or any firm which he or she is a member or any corporation of which he or she is a shareholder, officer, or director, was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or prevent the authorized approval of such contracts in any manner permitted by law.

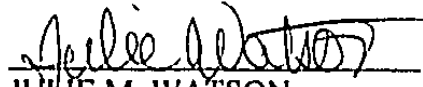
IN WITNESS WHEREOF, we the undersigned being each and all of the original subscribers to the capital stock hereinbefore mentioned for the purpose of forming a corporation under the laws of the State of Florida do make, subscribe, acknowledge and file the foregoing Articles of Incorporation, hereby jointly and severally certifying that the facts therein stated are true, and hereby, respectively, agree to take the number of shares of stock hereinbefore set forth at the consideration stated, and accordingly set our hands at Tallahassee, Florida, this 15th day of March, 1996.

  
FRANKLIN WATSON

  
NANCY H. WATSON

  
MICHAEL S. WATSON

  
MATTHEW S. WATSON

  
JULIE M. WATSON

## CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/ REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

The name of the corporation is MANAGEMENT & MARKETING CONSULTING, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at City of Tallahassee, County of Leon, State of Florida, has named FRANKLIN WATSON, located at 3794 Patch Drive, City of Tallahassee, County of Leon, State of Florida, as its agent to accept service of process within this State.

### ACKNOWLEDGMENTS:

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 the obligations of my position as registered agent.

BY: Franklin Watson  
Franklin Watson, Registered Agent

Date: March 15, 1996

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