

FAX (X) TO: 1149001 FOWLER & WHITE

5/08/96

FLORIDA DIVISION OF CORPORATIONS

11:42 AM

((H96000006513))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS FROM: FOWLER, WHITE, GILLEN, SOGGS, VILLAR

DEPARTMENT OF STATE 501 E KENNEDY BLVD

STATE OF FLORIDA ATTN: A.R.ECKARD

409 EAST GAINES STREET TAMPA FL 33602- 311-

TALLAHASSEE, FL 32399 CONTACT: DEBBIE LAMB

FAX: (904) 922-4000 PHONE: (813) 228-7411

FAX: (813) 228-9401

((H96000006513)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: CIGAR CITY CLUB, INC.

FAX AUDIT NUMBER: H96000006513 CURRENT STATUS: REQUESTED

DATE REQUESTED: 05/08/1996 TIME REQUESTED: 11:42:11

CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 6 METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 075410001562

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VT100

Online

5/08/96

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PUBLIC ACCESS SYSTEM

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FLORIDA DIVISION OF CORPORATIONS

56 MAY -8 PM 12:45

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Page 1 of 6

**ARTICLES OF INCORPORATION
OF
CIGAR CITY CLUB, INC.**

I, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I
Name**

The name of this corporation shall be:

Cigar City Club, Inc.

The principal mailing address of this corporation shall be c/o Fowler, White, Gillen, Boggs, Villareal and Banker, P.A., 501 East Kennedy Boulevard, Suite 1700, Tampa, Florida 33602, Attention: J. Rex Farrior III.

**ARTICLE II
Existence of Corporation**

This corporation shall have perpetual existence.

**ARTICLE III
Purposes**

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

**ARTICLE IV
General Powers**

The corporation shall have power:

- (a) To sue and be sued, complain, and defend in its corporate name.
- (b) To have a corporate seal, which may be altered at will and to use it or a facsimile of it, by impressing or affixing it or in any other manner reproducing it.

Prepared by:
David M. Doney, Esq.
Post Office Box 1438
Tampa, Florida 33601
(813) 228-7411
Florida Bar #: 892734

Fax Audit Number: H9600000513

Fax Audit Number: H96000006513

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(c) To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property or any legal or equitable interest in property wherever located.

(d) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property.

(e) To lend money to, and use its credit to assist, its officers and employees in accordance with Section 607.0833, Florida Statutes.

(f) To purchase, receive, subscribe for, or otherwise acquire; own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of; and deal in and with shares or other interests in, or obligations of, any other entity.

(g) To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations (which may be convertible into or include the option to purchase other securities of the corporation), and secure any of its obligations by mortgage or pledge of any of its property, franchises, and income and make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting corporation; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting corporation; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the contracting corporation, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation, and make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation.

(h) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment.

(i) To conduct its business, locate offices, and exercise the powers granted by law within or without this state.

(j) To elect directors and appoint officers, employees, and agents of the corporation and define their duties, fix their compensation, and lend them money and credit.

(k) To make and amend bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for managing the business and regulating the affairs of the corporation.

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

(m) To transact any lawful business that will aid governmental policy.

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Page 3 of 6

(n) To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the corporation.

(o) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents and for any or all of the current or former directors, officers, employees, and agents of its subsidiaries.

(p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his or her death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

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

ARTICLE V **Capital Stock**

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 10,000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. The Board of Directors may authorize shares to be issued for consideration consisting of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation. Before the corporation issues shares, the Board of Directors shall determine that the consideration received or to be received for shares to be issued is adequate. All stock when issued shall be paid for and shall be nonassessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE VI **Indemnification By Court Order**

No director, officer, employee, or agent of the corporation who is or was a party to a proceeding may apply to the court conducting the proceeding, the circuit court, or to another court of competent jurisdiction, seeking indemnification or advancement of expenses, or both, pursuant to Section 607.0850(9), Florida Statutes, without the permission, by a majority vote of the disinterested directors, of the Board of Directors.

ARTICLE VII **Affiliated Transactions**

The corporation expressly elects, pursuant to Section 607.0901(5)(a) of the Florida Statutes, not to be governed by the rules pertaining to affiliated transactions contained in Section 607.0901, Florida Statutes.

Fax Audit Number: H9600006513
Page 4 of 6

ARTICLE VIII
Control-Share Acquisitions

The corporation exercises its right, pursuant to Section 607.0902(5) of the Florida Statutes, to avoid the provisions pertaining to control-share acquisitions contained in Sections 607.0902, 607.1302(c) and 607.1320, Florida Statutes.

ARTICLE IX
Registered Office and Registered Agent

The street address of the corporation's initial registered office is 501 East Kennedy Boulevard, Suite 1700, Tampa, Florida 33602 and the name of the corporation's initial registered agent at such address is J. Rex Farrior III. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

ARTICLE X
Initial Board of Directors

The number of directors constituting the Initial Board of Directors shall be two (2), and the name and address of each person who is to serve as a member thereof is as follows:

<u>Name</u>	<u>Address</u>
J. Rex Farrior III	c/o Fowler, White et al. 501 East Kennedy Boulevard Suite 1700 Tampa, Florida 33602
Preston L. Farrior	c/o Fowler, White et al. 501 East Kennedy Boulevard Suite 1700 Tampa, Florida 33602

ARTICLE XI
Incorporators

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

<u>Name</u>	<u>Address</u>
J. Rex Farrior III	c/o Fowler, White et al. 501 East Kennedy Boulevard Suite 1700 Tampa, Florida 33602

Fax Audit Number: H98XXXXX0513
Page 5 of 6

ARTICLE XII
Amendment of Articles of Incorporation

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 the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.



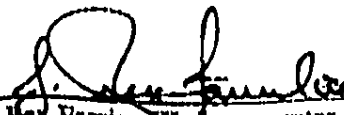
J. Rex Fowler III, Incorporator

Fax Audit Number: H8000006513
Page 6 of 6


**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:

Cigar City Club, Inc. has named J. Rex Farrior III located at 501 East Kennedy Boulevard, Suite 1700, City of Tampa, County of Hillsborough, State of Florida, as its agent to accept service of process within Florida.


J. Rex Farrior III, Incorporator
Date May 8, 1996

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.


J. Rex Farrior III, Registered Agent
Date May 8, 1996

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APR 24 '97 13:00:00 FOWLER & WHITE

P.1/3

4/23/97
3:04 PM

FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM
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((H97000006633 6))

TO: DIVISION OF CORPORATIONS
(904)922-4000

FAX #:

FROM: FOWLER, WHITE, GILLEN, BOGGS, VILLAREAL & BA
075410001562

ACCT#:

CONTACT: DEBBIE LAMB

PHONE: (813)228-7411

FAX #:

(813)228-9401

NAME: CIGAR CITY CLUB, INC.

AUDIT NUMBER.....H97000006633

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 1

CERT. COPIES.....0

DEL.METHOD.. FAX

EST.CHARGE.. \$35.00

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NC

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 APR 24 AM 10:35

FILED



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 24, 1997

CIGAR CITY CLUB, INC.
501 E. KENNEDY BLVD.
SUITE 1700
TAMPA, FL 33602

SUBJECT: CIGAR CITY CLUB, INC.
REF: P96000039777

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6908.

Steven Harris
Corporate Specialist

FAX Aud. #: H97000006633
Letter Number: 697A00021094

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4/23/97
3:04 PM

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((H97000006633 6))

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(904)922-4000

FAX #:

FROM: FOWLER, WHITE, GILLEN, BOGGS, VILLAREAL & BA
075410001562

ACCT#:

CONTACT: DEBBIE LAMB

PHONE: (813)228-7411

FAX #:

(813)228-9401

NAME: CIGAR CITY CLUB, INC.

AUDIT NUMBER.....H97000006633

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 1

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Fax Audit Number: H9700000033

**AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
CIGAR CITY CLUB, INC.**

WHEREAS, the Articles of Incorporation of CIGAR CITY CLUB, INC. were filed with and approved by the Secretary of State of Florida on the 8th day of May, 1996; and

WHEREAS, it is the intention of all of the directors and all of the shareholders of CIGAR CITY CLUB, INC. that the Articles of Incorporation be amended in accordance with the Amendment to the Articles of Incorporation hereinafter set forth; and

WHEREAS, the proposed Amendment to the Articles of Incorporation of CIGAR CITY CLUB, INC. hereinafter set forth was approved by all of the directors and the shareholders of CIGAR CITY CLUB, INC. on the 21st day of April, 1997; and

WHEREAS, the approval of the Secretary of State of Florida of the proposed Amendment hereinafter set forth is hereby requested.

NOW, THEREFORE, the Articles of Incorporation of CIGAR CITY CLUB, INC. are hereby amended by deleting in its entirety the present Article I and by substituting therefor the following, to-wit:

**"ARTICLE I
Name**

The name of this corporation shall be:

Powers Marketing Group, Inc."

IN WITNESS WHEREOF, this Amendment to the Articles of Incorporation is hereby executed on behalf of CIGAR CITY CLUB, INC. by its President this 21st day of April, 1997.

CIGAR CITY CLUB, INC.

By: 

Rex Farrior, President

Prepared by:
David M. Doney, Esq.
P.O. Box 1438
Tampa, Florida 33601
(813) 228-7411
Florida Bar #: 892734

Fax Audit Number: H97000006633

FILED
97 APR 24 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JUN 19 '97 09:54 AM FOWLER & WHITE
6/19/97
9:54 AM

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P.1/2
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((H97000010081 2))

TO: DIVISION OF CORPORATIONS
(904)922-4000

FAX #:

FROM: FOWLER, WHITE, GILLEN, BOGGS, VILLAREAL & BA
075410001562

ACCT#:

CONTACT: DEBBIE LAMB

PHONE: (813) 228-7411

FAX #:

(813) 228-9401

NAME: POWERS MARKETING GROUP, INC.

AUDIT NUMBER.....H97000010081

DOC TYPE.....REGISTERED AGENT CHANGE

CERT. OF STATUS..0

PAGES..... 1

CERT. COPIES.....0

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PA Change
6/19/97
DC

Fax Audit Number: HB7000010001
 Page 1 of 1

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
 AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of Section 607.0502 or 607.1500, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is POWERS MARKETING GROUP, INC.
- 1a. Date of Incorporation 08/08/1990 Document Number P96000039777
2. The name and address of the current registered agent and office:
J. Rex Farrior III; 501 E. Kennedy Boulevard, Suite 1700
Tampa, Florida 33602
3. The name and address of the new registered agent and office:
 (P.O. BOX NOT ACCEPTABLE)
David M. Doney, Esq.; 501 E. Kennedy Boulevard, Suite 1700
Tampa, Florida 33602

FILED
 97 JUN 19 PM 4:24
 TALLAHASSEE, FLORIDA

The street address of its registered agent and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Signature Kerry Powers
 Kerry Powers, President
 Date 6-12-97

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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

David M. Doney
 David M. Doney, Registered Agent
 Date 6-12-97

Prepared by:
 David M. Doney, Esq.
 P.O. Box 1438
 Tampa, Florida 33601
 (813) 228-7411
 Florida Bar #: 882734

Fax Audit Number: HB7000010001