

P96000049087

David G. Marshall

Requestor's Name

401 34th St S.

Address

St Petersburg FL 33711

City/State/Zip

Phone #

800001854278

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

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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

RECEIVED STATE
FIDELITY & SECURITY
CORPORATION

96 JUN -6 AM 9:05

6/10/96

**ARTICLES OF INCORPORATION
OF
VIP CLUB CARD, INC.**

26 JUN -6 AM 9:05

WILLIAM S. GIBSON

The undersigned, a natural person acting as incorporator of a corporation under the Florida General Corporation Act, Adopts the following Articles of Incorporation for such corporation.

ARTICLE I: CORPORATE NAME

The name of this Corporation is VIP CLUB CARD, INC. located at 401 - 34th Street South, St. Petersburg, Florida 33712.

ARTICLE II: TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing upon the filing and approval of these Articles of Incorporation with and by the Secretary of State of the State of Florida.

ARTICLE III: CORPORATE PURPOSE AND POWERS

The Corporation is authorized to engage in any activity or business now or hereafter authorized and permitted under the laws of the United States and the State of Florida to include but not necessarily be limited to the following:

A. 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.

B. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its property, franchises, and income.

C. 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.

D. To sell, convey, mortgage, pledge, create a security

interest in, lease, exchange, transfer, and otherwise dispose of all or any of its property and assets.

E. To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust or other enterprise.

F. To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act within or without the State of Florida.

G. To purchase, subscribe for or otherwise acquire interests or shares in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals as well as any direct or indirect obligations of the United States or any other government or instrumentality thereof.

H. 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 or employees of its subsidiaries.

I. To transact any lawful business which the Board of Directors shall find to be in aid of government policy.

J. To make donations for the public welfare or for charitable, scientific or educational purposes.

K. To lend money to, and use for its credit to assist, its officers and employees in accordance with section 607.141, Florida Statutes.

L. To purchase, take, receive, or otherwise acquire, hold, own, pledge, grant a security interest in, transfer or otherwise dispose of its own shares.

M. To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.

N. To make and alter By-Laws, not inconsistent with these Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of the affairs of the Corporation.

O. To have a corporate seal and to use the same by

causing it, or a facsimile thereof, to be impressed, affixed or in any other manner reproduced.

P. To engage in any activity or business permitted under the laws of the United States and of the State of Florida. None of the objects, purposes and powers set forth, except where otherwise specified in this Article, shall be in any way limited or restricted by reference to or inference from the terms of any other objects, purposes and powers set forth in this Article or any other Articles. The objects, purposes and powers specified in each of the clauses in the Articles shall be regarded as independent objects, purposes and powers.

ARTICLE IV: AUTHORIZED SHARES

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock having a par value of \$1.00. The sum of the par value of all shares of capital stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time.

ARTICLE V: DIVIDENDS

The holders of the outstanding stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property or in shares of capital stock of the Corporation.

ARTICLE VI: REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial registered office of this Corporation in the State of Florida is David G. Marshlack, 401 - 34th Street South, St. Petersburg, Florida 33711. Said Registered Agent, by virtue of his signature on the last page of these Articles of Incorporation acknowledges appointment as such Registered Agent and agrees to accept service of process for this Corporation.

The Board of Directors from time to time may move the registered office to any other address in the State of Florida.

ARTICLE VII: MANAGEMENT

The business of this Corporation shall be managed by its Board of Directors and said Board of Directors shall have complete charge of the business of the Corporation. The Board of Directors shall elect the officers of the Corporation who shall consist of a President and Secretary and such other officers as the Board of Directors may deem advisable. The Board of Directors may determine the Compensation of such officers.

ARTICLE VIII: BOARD OF DIRECTORS

The initial Board of Directors shall consist of a minimum of one (1) and a maximum of five (5) members, who need not be residents of the State of Florida or shareholders of the Corporation. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one.

The name and addresses of the initial Directors of this Corporation, who shall serve as Directors until the first annual meeting of shareholders or until their successors shall have been elected and qualified, are as follows: DAVID G. MARSHLACK, SHANE K. PENROD, and DAN MARSHLACK, 401 34th Street South, St. Petersburg, Florida 33711.

ARTICLE IX: INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the incorporator is: DAVID G. MARSHLACK, 401 34th Street South, St. Petersburg, Florida 33711.

ARTICLE X: AMENDMENT

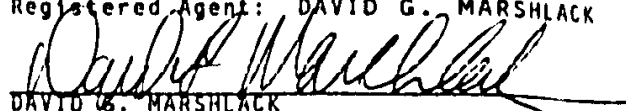
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by no less than a majority of the stock entitled to vote, unless all of the Directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as incorporator,

has executed the foregoing Articles of Incorporation this 31
day of May, 1996.


DAVID G. MARSHLACK

Acceptance of appointment as
Registered Agent: DAVID G. MARSHLACK


DAVID G. MARSHLACK

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, a Notary Public, personally appeared DAVID G.
MARSHLACK, to me well known to be the person described as the
Incorporator, who executed the foregoing Articles of
Incorporation and who acknowledged before me that he executed
said instrument for the purposes therein expressed. *Personally known.*

WITNESS my hand and official seal this 31 day of May,
1996.


NOTARY PUBLIC

