

P960000 50469

William Wheatcraft

Attorney At Law

7630 Hickman Road

Des Moines, Iowa 50322

515/277-0350

Fax 515/277-0326

700001847857
-06/03/96--01036--018
****245.00 ****122.50

May 29, 1996

Corporation Division
Florida Secretary of State
409 East Gains Street
Tallahassee, FL 32399

Dear Sir or Madam:

Please find enclosed for filing Articles of Incorporation for the following two companies:

Suncoast Readers Service, Inc.
Marketing Group 2000 Ltd.

Also enclosed is our check in the amount of \$245.00 to cover the cost of filing and return of certified copies to the undersigned.

If you have any questions, please call, otherwise, please file and return.

Very truly yours,

Wm. Wheatcraft
Wm. Wheatcraft

WW:ce
Enclosures

RMC
6/5/96

615

FILED
96 JUN 12 AM 10:09
TALLAHASSEE, FLORIDA
W96-11930

FILED
96 JUN 12 AM 10:18
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 5, 1996

WILLIAM WHEATCRAFT
ATTORNEY AT LAW
7630 HICKMAN ROAD
DES MOINES, IA 50322

SUBJECT: SUNCOAST READERS SERVICE, INC.
Ref. Number: W96000011930

We have received your document for SUNCOAST READERS SERVICE, 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 document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 496A00028114

**ARTICLES OF INCORPORATION
OF
SUNCOAST READERS SERVICE, INC.**

FILED
95 JUN 12 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers of these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is Suncoast Readers Service, Inc.

ARTICLE II. NATURE OF BUSINESS

To transact any business as permitted by Florida Law, including, but not limited to the following:

To purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and service of every class, kind, and description, except that it is not to conduct a banking, safe deposit, trust, insurance association, cooperative association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any the corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To become guarantor or surety for any other person, firm or corporation for any purpose or transaction whatsoever.

To make gifts of its property or cash, either to charitable organizations or otherwise, when deemed in the interest of the corporation.

To adopt such pension, profit sharing, stock option, and deferred compensation plans for officers, employees and directors and to grant such stock options to officers, employees, directors and others as the Board of Directors may deem to be in the interest of the corporation.

To have and exercise all of the powers now or hereafter conferred upon corporations by the statutes and laws of the State of Florida.

All of the foregoing in this Article shall be construed as both objects and powers. The enumeration of specific powers and purposes is not intended to restrict or limit in any way the powers or purposes of this corporation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at one time is 100 shares of common stock with no par value.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is One Thousand Dollars (\$1000.00).

ARTICLE V. TERM

This corporation shall have perpetual existence.

ARTICLE VI. ADDRESS

The post office address of the principal office of this corporation in the State of Florida is 7181 College Pkwy, Ft. Myers, Florida 33907 and the name of the Registered Agent is John Blalock.

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

ARTICLE VII. DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than

one. Any director may be removed at any time, with or without cause, by the stockholders having the right and entitled to vote at a meeting called for that purpose.

ARTICLE VIII. INITIAL DIRECTORS

The name and post office address of the member of the first Board of Directors of this corporation is:

John Blalock

7181 College Pkwy, Suite 34
Ft. Meyers, FL 33907

ARTICLE IX. SUBSCRIBERS

The name and post office address of the subscriber of these Articles of Incorporation is:

William Wheatcraft

7630 Hickman Road
Des Moines, Iowa 50322

ARTICLE X. MISCELLANEOUS

This corporation shall have the right to amend or repeal any provision contained in this Articles of Incorporation and any right conferred upon the stockholders is subject to this provision.

Ownership of stock in this corporation shall not be required to make any person eligible to hold office or to become a director in this corporation.

The stockholders, or any two or more of them, by agreement recorded in the minute book if this corporation impose such restrictions on the sale, transfer or encumbrance of the stock in this corporation owned by the subscriber to such agreement as they may see fit. The by-laws of this corporation may impose any restrictions on the sale, transfer or encumbrance of the stock of this corporation as may be lawful under the statutes and laws of the State of Florida when such by-law is adopted or amended.

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

Any contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all

purposes notwithstanding the presence of such directors or directors at the meeting of the Board of Directors of the corporation, which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve or ratify such contract or transaction by a vote of a majority of the directors present, such interested director or directors to be counted in calculating the majority necessary to carry such vote these provisions shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common law and statutory which would otherwise be valid under the common law and statutory law applicable thereto.

The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

ARTICLE XI. INDEMNITY

This corporation is authorized to indemnify any director, officer, or employee, or former director, officer or employee of this corporation, or any person who may have served at its request as a director, officer or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer, or employee, except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty. This corporation may also reimburse to any director, officer, or employee, the reasonable costs of settlement of any such action, suit, or proceeding, if it shall be found by a majority of a committee composed of the directors of this corporation not involved in the matter in controversy (whether or not a quorum) that it was to the interests of this corporation that such settlement be made and that such director, officer, or employee was not guilty of negligence or misconduct. Such indemnification or reimbursement shall not preclude such director, officer, or employee from exercising any rights to which he may be entitled under the by-laws or otherwise.

ARTICLE XII. 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 a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator, being a natural person competent to contract, has hereunto set his hand this 29th day of May, 1996.

INCORPORATOR

William Wheatcraft
William Wheatcraft

STATE OF IOWA)
) ss.
COUNTY OF POLK)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared William Wheatcraft to me known to be the person described as Subscriber in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to those Articles of Incorporation

WITNESS my hand and official seal in the County and State named above this 29th day of May, 1996.



Cindy Eastman
Notary Public in and for the State of Iowa

REGISTERED AGENT'S STATEMENT

I, the undersigned Registered Agent, do hereby state that I am familiar with and accept the duties and responsibilities as Agent for the above named corporation.

John Blalock
John Blalock
Registered Agent