

96000251513

PAVERE, GARNER, HAYERFIELD, DALTON, HARRISON & JENNER

ATTORNEYS AND COUNSELLORS AT LAW

1011 HENRY STREET
POST OFFICE DRAWER 1907
FORT MYERS, FLORIDA 33901
(840) 334-2104
FAX (840) 332-2243

4650 SOUTH DEL PRADO BOULEVARD
POST OFFICE BOX 88
CAPE CORAL, FLORIDA 33904
(840) 842-3140
FAX (840) 842-8853

ROUTE 203
4854 GUN CLUB ROAD
WEST PALM BEACH, FLORIDA 33410
(407) 471-1500
FAX (407) 471-0877

MICHAEL A. GENNARO
(840) 842-3140

PLEASE REPLY TO
CAPE CORAL OFFICE

June 10, 1996

Corporate Records Bureau
Department of State
Attn: New Filings
P. O. Box 6327
Tallahassee, Florida 32314

3000011862833
-06/17/96--01005--004
*****70.00 *****70.00

RE: Florida Marketing & Design, Inc.

Dear Sir:

Enclosed herewith is the original and one copy of the Articles of Incorporation of the above referenced corporation together with a check in the amount of \$70.00, said check allocated as follows:

\$35.00 filing fee
\$35.00 registered agent fee

Please stamp and return a copy of the Articles of Incorporation which we have prepared. Also, enclosed is a stamped, self-addressed envelope.

Thank you for your cooperation in this matter.

Very truly yours,

Michael A. Gennaro
Michael A. Gennaro

MAG/jms
Encls.

FILED
JUN 14 PM 2:03

ARTICLES OF INCORPORATION
OF
FLORIDA MARKETING & DESIGN, INC.

FILED
JUL 14 PM 2:00
TREASURY DEPT.
WASHINGTON, D.C.

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 FLORIDA MARKETING & DESIGN, INC., and hereby set forth and declare:

C H A R T E R

Article I

The name of the corporation shall be FLORIDA MARKETING & DESIGN, INC., located at City of Cape Coral, County of Lee, State of Florida.

Article II

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

Article III

The authorized capital stock which the corporation may issue shall be 10,000 shares of One (\$1.00) Dollar par value common stock, which shall be nonassessable and held, sold, and paid for at such time and in such manner as the Board of Directors may from time to time determine.

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 transaction of its business shall be 1314 Cape Coral Pkwy, Unit #204, the City of Cape Coral, County of Lee, in the State of Florida. That said corporation shall have the right and 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 Directors of not less than one (1) director, which number may be increased or decreased from time to time. The number of directors each year shall be determined by the Shareholders at their annual meeting, unless the number is 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 and a 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:

UDO RAUSCHENBERGER
1314 Cape Coral Pkwy.
Unit #204
Cape Coral, FL 33904

President/Secretary/Treasurer/
Director

ANNE PICHLER
1314 Cape Coral Pkwy.
Unit #204
Cape Coral, FL 33904

Vice President

Article IX

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

ANNE PICHLER
1314 Cape Coral Pkwy.
Unit #204
Cape Coral, FL 33904

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 is 1314 Cape Coral Pkwy., Unit #204, Cape Coral, FL 33904, and the name of the initial registered agent of this corporation at that address is ANNE PICHLER.

Article XII

This corporation elects to have preemptive rights. Each shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata 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 Bylaw 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 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 him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a director or officer of the corporation, said expense 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 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 right of indemnification shall not be exclusive of any other rights to which he may be entitled as a matter of law; and the foregoing right 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, is 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 a 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 any firm of which he is a member of any corporation of which he 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 other manner permitted by law.

IN WITNESS WHEREOF, I the undersigned being the sole incorporator of the Corporation 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 certifying that the facts therein stated are true, and accordingly set my hand and seal at Cape Coral, this 10th day of June, 1996.


ANNE PICHLER

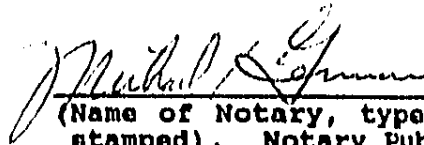
(Seal)

STATE OF FLORIDA)
)
COUNTY OF LEE)

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths personally appeared ANNE PICHLER, who is ^{personally} known to me to be, ~~or who has produced~~ _____ as identification proving herself to be, the person who made and subscribed to the foregoing Articles of Incorporation, and who did not take an oath, and certifies and acknowledges that she made and

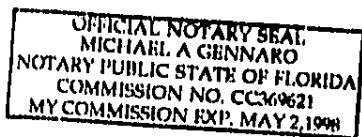
executed said certificate for the use and purposes therein expressed.

WITNESS my hand and official seal this 10th day of June, 1996.



(Name of Notary, typed, printed or stamped), Notary Public

My Commission Expires:



In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance, with said Act:

First--That FLORIDA MARKETING & DESIGN, 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 Cape Coral, County of Lee, State of Florida, has named ANNE PICHLER, located at 1314 Cape Coral Pkwy., #204, Cape Coral, FL 33904, as its agent to accept service of process within this state.

ACKNOWLEDGEMENTS:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By:  6/10/96
ANNE PICHLER, Registered Agent

P96000051513

STATE OF FLORIDA
OFFICE OF THE COMPTROLLER
APPLICATION FOR REFUND

Section 215.26, Florida Statutes, states in part: "Applications for refunds as provided in this section shall be filed with the Comptroller, except as otherwise provided herein, within 3 years after the right to such refund shall have accrued else such right shall be barred." Three years is generally interpreted as meaning three years from the date of payment into the State treasury. The Comptroller has delegated this authority to accept applications for refund to the unit of State government which initially collected the money.

Pursuant to the provisions of Rule 3A-44.020, Florida Administrative Code, and Section 215.26, Florida Statutes, or Section _____, Florida Statutes, I hereby apply for a refund of moneys I paid into the State treasury, which are subject to refund. The following information is submitted to substantiate the claim.

Name: Michael A. Gennaro EIN or SS#: _____

Address: Pavese, Garner, Haverfield, et al.

P.O. Box 88; Cape Coral, FL 33910-0088

Amount: \$35.00 Date Paid _____

Reason for claim: Changes will be made on annual report.

FLORIDA MARKETING & DESIGN, INC. (P96000051513)

Certified true and correct this _____ day of _____, 19 _____.

Signature see attached letter

* Must be completed if authority is other than Section 215.26, Florida Statutes.

Attn: J.M. French - Amendments

PAYNE, GARNER, HAVENFIELD, DALTON, HARRISON & JENSEN

ATTORNEYS AND COUNSELORS AT LAW

1033 HENDRY STREET
POST OFFICE DRAWER 1807
PORT MYERS, FLORIDA 33901-1807
(841) 334-8195
FAX (841) 338-2243

4635 SOUTH DEL MARCO BOULEVARD
POST OFFICE BOX 88
CAPE CORAL, FLORIDA 33910-0088
(841) 548-3148
FAX (841) 548-8853

SUITE 203
4524 GUN CLUB ROAD
WEST PALM BEACH, FLORIDA 33410
(407) 471-1388
FAX (407) 471-0522

MICHAEL A. GENNARO
(841) 548-3148

PLEASE REPLY TO:
CAPE CORAL OFFICE

March 17, 1997

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32314

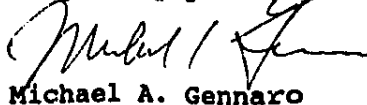
RE: Florida Marketing & Design, Inc.
Document #: P96000051513

Dear Sir/Madam:

On January 30, 1997, I forwarded to you a Notice of Corporate Office/Director Change, together with our check in the amount of \$35.00 for the filing fee. You returned the Notice to me indicating that the corporation should file its annual report at this time. I would, therefore, appreciate your refunding to me the \$35.00 previously submitted to you. Enclosed is a stamped, self-addressed envelope for your convenience in returning the document to me.

Thank you for your cooperation in this matter.

Very truly yours,



Michael A. Gennaro

MAG/jms
Encl.



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 13, 1997

PAVESE, GARNER, HAVERFIELD, ET AL.
ATTN: MICHAEL A. GENNARO
P.O. BOX 88
CAPE CORAL, FL 33910-0088

SUBJECT: FLORIDA MARKETING & DESIGN, INC.
Ref. Number: P96000051513

We have received your document for **FLORIDA MARKETING & DESIGN, INC.** 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 make changes in the officers, directors and/or registered agent of your corporation, you should file the current year annual report and pay the appropriate fee.

If you have any questions concerning the filing of your document, please call (904) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 997A00007699

RECEIVED
97 MAR 20 AM 8:10
DIVISION OF CORPORATIONS

P96000051513

PAVONISIO, GARNIER, HAVERFIELD, DALTON, HARRISON & JOHNSON

ATTORNEYS AND COUNSELORS AT LAW

1833 HENDRY STREET
POST OFFICE DRAWER 1807
FORT MYERS, FLORIDA 33908-1807
(841) 334-2198
FAX (841) 338-2243

4635 SOUTH DEL PRADO BOULEVARD
POST OFFICE BOX 66
CAPE CORAL, FLORIDA 33910-0066
(841) 542-3148
FAX (841) 542-5553

SUITE 203
4524 GUN CLUB ROAD
WEST PALM BEACH, FLORIDA 33410
(407) 471-3888
FAX (407) 471-0888

MICHAEL A. GENNARO
(841) 542-3148

**PLEASE REPLY TO:
CAPE CORAL OFFICE**

January 30, 1997

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

000002078110--0
-02/05/97--01037--012
*****35.00 *****35.00

**RE: Florida Marketing & Design, Inc.
Document #: P96000051513
Date of Incorporation: June 14, 1996**

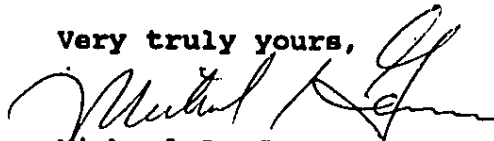
Dear Sir/Madam:

Enclosed herewith is a Notice of Corporate Officer/Director Change (in duplicate) with reference to Florida Marketing & Design, Inc., together with our check in the amount of \$35.00 for your filing fee.

Please stamp and return a copy to me in the enclosed, stamped, self-addressed envelope.

Thank you for your assistance in this matter.

Very truly yours,


Michael A. Gennaro

MAG/jms
Encls.

P96000051513

FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 13, 1997

FLORIDA MARKETING & DESIGN, INC.
1314 CAPE CORAL PARKWAY UNIT 204
CAPE CORAL, FL

SUBJECT: FLORIDA MARKETING & DESIGN, INC.
Ref. Number: P96000051513

Debit Memo #: 73714-B

This is to inform you that check #? in the amount of \$165.00 submitted with the annual report for FLORIDA MARKETING & DESIGN, INC. has been returned by your bank because of NON-SUFFICIENT FUNDS.

We request you remit a cashier's check or money order, referencing the above named debit memo number, in the amount of \$180.00 made payable to the Department of State to cover the unpaid fees and service charge.

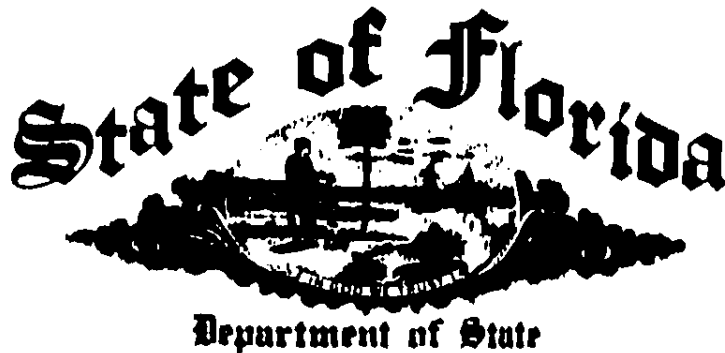
Section 607.1421 or 617.1421, Florida Statutes, requires at least 60 day notice of our intent to administratively dissolve or revoke your corporation for failure to file the annual report and pay the filing fee. Consider this your 60 day notice if the payment is not received, your corporation will be administratively dissolved or revoked on or after July 13, 1997 and a reinstatement fee of an additional \$585 will be imposed to reactivate the corporation.

Please send the replacement check to my attention at the address listed below.

If you have any questions concerning the filing of your document, please call (904) 487-6057.

Pat Bailey
Accountant I

Letter Number: 297A00025452



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 FLORIDA MARKETING & DESIGN, INC., a corporation organized under the laws of the State of Florida. This corporation is hereby administratively dissolved as of July 28, 1997 for failure to file the required annual report(s), as required by law.

The document number of this corporation is P96000051513.

P96000051513

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



CR2EO22 (2-95)

Sandra B. Northam

Sandra B. Northam
Secretary of State

P96000051513

October 8, 1997

100002315201--3
-10/08/97--01088--006
****180.00 ****180.00

REPLACEMENT FEE 1997

ANNUAL REPORT: FLORIDA MARKETING
& DESIGN, INC.

DEBIT MEMO: # 73714-B

CHECK #: