

1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607

800-341-8086

P96000051687



PREPARE FILE  
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 989815 131156A

AUTHORIZATION : *Patricia Pizute*

COST LIMIT : \$ 70.00

ORDER DATE : June 17, 1996

ORDER TIME : 12:39 PM

ORDER NO. : 989815

CUSTOMER NO: 131156A

CUSTOMER: Barry N. Brumer, Esq  
BARRY N. BRUMER, ESQ

400001864234

Suite B  
101 Yelkca Terrace  
Edgewater, FL 32132

DOMESTIC FILING

NAME: SALES AND MARKETING  
CONSULTANTS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

RECEIVED  
96 JUN 17 PM 3:13  
DIVISION OF CORPORATION

*CP*  
*6/18/96*

## ARTICLES OF INCORPORATION

The undersigned, acting as incorporator of a Corporation pursuant to Chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation of such corporation:

### ARTICLE I - NAME AND PLACE OF BUSINESS

The name of the Corporation shall be:

SALES AND MARKETING CONSULTANTS, INC.

The principal place of business of this Corporation shall be:

171 Alameda Drive  
Kissimmee, FL 34743-7034

### ARTICLE II - TERM OF EXISTENCE

The period of the duration of this Corporation is perpetual unless dissolved according to law.

### ARTICLE III - NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States of America and of this State, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, fraternal benefits society, state fair or exposition.

### ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a nominal par value of \$1.00 per share.

### ARTICLE V - INITIAL CAPITAL

The amount of capital with which this Corporation will begin business is \$10,000.00.

### ARTICLE VI - DIRECTORS

This Corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by the Bylaws adopted by the stockholders, but shall never be less than two.

#### ARTICLE VII - INITIAL DIRECTORS

The name and address of the members of the first Board of Directors is:

NAME: Henrique Fernando Nogueira  
ADDRESS: 119 Veracruz Avenue  
Orlando, FL 34743

NAME: Orlando Ferreira Reis  
171 Alameda Drive  
Kissimmee, FL 34743-7034

#### ARTICLE VIII - SUBSCRIBERS AND OFFICERS

The name and address of each subscriber to the stock of this Corporation, the number of shares each agrees to take, the value of consideration therefor, and their offices in the Corporation are:

NAME: Henrique Fernando Nogueira  
ADDRESS: 119 Veracruz Avenue, Orlando, FL 34743  
OFFICE: President - 50%

NAME: Orlando Ferreira Reis  
ADDRESS: 171 Alameda Drive, Kissimmee, FL 34743-7034  
OFFICE: Secretary/Treasurer - 50%

#### ARTICLE IX - 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 to them by the Stockholders, and approved at a Stockholder's meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all of the Stockholders sign a written statement manifesting their intention on a certain amendment to these Articles of Incorporation be made.

#### ARTICLE X - INCORPORATOR

The incorporator of these Articles of Incorporation is Barry N. Brumer, Esquire, 5728 Major Blvd., Suite 230, Orlando, FL 32819.

#### ARTICLE XI - REGISTERED AGENT

The initial registered agent, for notices and service of process, is Barry N. Brumer, Esquire, 5728 Major Blvd, Suite 230, Orlando, FL 32819.

  
Barry N. Brumer, Esquire

STATE OF FLORIDA  
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments and administer oaths, personally appeared Barry N. Brumer, Esquire, to me known to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 12th day of June, 1996.



GRACE A. FINKE  
MY COMMISSION # CC300241 EXPIRES  
August 1, 1997  
BONDED THRU TROY FARM INSURANCE, INC.

Grace A. Finke  
Notary Public  
State of Florida at Large  
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

Barry N. Brumer, Esquire, does hereby accept his appointment as registered agent for SALES AND MARKETING CONSULTANTS, INC.

Barry N. Brumer  
Barry N. Brumer, Esquire

The above instrument was sworn to and subscribed before me this 12th day of June, 1996.



GRACE A. FINKE  
MY COMMISSION # CC300241 EXPIRES  
August 1, 1997  
BONDED THRU TROY FARM INSURANCE, INC.

Grace A. Finke  
Notary Public  
State of Florida at Large  
My Commission Expires:

96 JUN 17 11:03:05

FILED  
NOTARY PUBLIC  
COUNTY OF ORANGE  
FLORIDA

Sales & Marketing Consultants, Inc.  
321 Drake Elm Drive  
Kissimmee, Florida 34743

June 23, 1997  
**P96000051687**

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

800002231168--4  
-07/07/97--01086--000  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Sir or Madam:

Please find attached duly authorized and signed Articles of Dissolution for Sales & Marketing Consultants, Inc. under §607.1403 F. S. effective December 31, 1996. Should you need to contact us, please use the following address:

Mr. Henrique F. Nogueira  
321 Drake Elm Drive  
Kissimmee, Florida 34743

Thank you for your assistance.

Truly,

  
Henrique F. Nogueira

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

07 JUL -7 PM 2:46

APPROVED  
AND  
FILED

OK  
P96000051687  
FL Diss  
7-7-97  
2 PJ

Sales & Marketing Consultants, Inc.  
321 Drake Elm Drive  
Kissimmee, Florida 34743  
59-3390664

### ARTICLES OF DISSOLUTION

Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is Sales & Marketing Consultants, Inc.

SECOND: The articles of incorporation were filed on June 17, 1996.

THIRD: (CHECK ONE)

☒ None of the corporation's shares have been issued.

☐ The corporation has not commenced business.

FOURTH: No debt of the corporation remains unpaid.

FIFTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

SIXTH: Adoption of Dissolution (CHECK ONE)

☐ A majority of the incorporators authorized the dissolution.

☒ A majority of the directors authorized the dissolution.

Signed this 23th day of June, 1997.

Signature:

(By an incorporator if adopted by the incorporators or by the chairman or vice chairman of the board, president, or other officer if adopted by the directors)

HENRIQUE F. NOGUEIRA  
Printed Name

President  
Title

RECEIVED  
FILED  
JUN 24 1997  
TALLAHASSEE, FLORIDA