

P96000056667

JACKSON & BARNETT

ATTORNEYS AT LAW

8100 18TH AVENUE

VENUE BEACH, FLORIDA 33560

ROBERT JACKSON, P.A.
ERIC C. BARNETT

BOARD CERTIFIED IN WILLS,
TRUSTS AND ESTATES
BOARD CERTIFIED IN REAL ESTATE LAW

June 27, 1996

TELEPHONE (407) 867-1300
FAX (407) 867-8007

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 11 AM 11:11

Secretary of State
Corporate Division
The Capitol
Tallahassee, Florida 32314

Re: Markham & Associates, Inc.

700001881757
-07/02/96--01112--006
***122.50 ***122.50

Gentlemen:

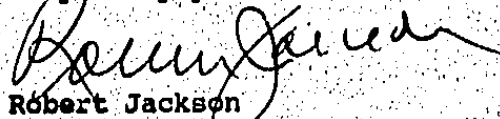
I am enclosing herewith an original and one (1) copy of the Articles of Incorporation for the above-named corporation. In addition, our firm check in the amount of \$122.50 is enclosed which represents the following fees:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Fee	<u>35.00</u>
Total	\$122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy of the same to me.

Your prompt attention to this matter will be appreciated.

Very truly yours,


Robert Jackson

RJ:jmp
Enclosures
cc: Mr. John E. Markham

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL -1 AM 11:11

5
7/3

ARTICLES OF INCORPORATION
OF
MARKHAM & ASSOCIATES, INC.

FILED
SECRETARY OF STATE
56 JUL - 1 PM 11:11

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

1. NAME. The name of this corporation is: Markham & Associates, Inc.
2. DURATION. The period of its duration is: Perpetual.
3. PURPOSE. This corporation is organized for the following purposes:
 - A. To engage in the business of the purchase and sale of candies, cards, gifts, and all types of retail and wholesale merchandise;
 - B. To perform business consulting services.
 - C. To exercise any and all powers enumerated in Florida Statutes, Chapter 607, and any or all lawful business;
 - D. To do all and everything necessary and proper for the accomplishment of any and all of the purposes or the attaining of any of the objectives, purposes, or the furtherance of any of the powers enumerated in this Certificate of

Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation.

4. CAPITAL STOCK. The Corporation is authorized to issue 7500 shares, all of one class, at \$1.00 par value.

5. INITIAL REGISTERED OFFICE AND AGENT. The name of the initial registered agent and the address of this Corporation are as follows:

John E. Markham
1815 - 48th Avenue
Vero Beach, Florida 32966

6. The Principal Office of the corporation is as follows:

1815 - 48th Avenue
Vero Beach, FL 32966

7. INITIAL BOARD OF DIRECTORS. This Corporation shall have one (1) director initially. The number of directors shall be provided for in the By-Laws of the corporation and may be increased or decreased from time to time by amendment of the By-Laws, but is not to exceed five (5). The name and address of the initial director of this Corporation is:

John E. Markham
1815 - 48th Avenue
Vero Beach, Florida 32966

8. INCORPORATOR. The name and address of the Incorporator signing these Articles of Incorporation is:

John E. Markham
1815 - 48th Avenue
Vero Beach, Florida 32966

9. AMENDMENT OF ARTICLES. This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

10. DIRECTORS' AUTHORITY TO FIX COMPENSATION. Directors shall have authority to fix the compensation unless otherwise provided in Articles of Incorporation or By-Laws.

11. MANAGEMENT OF CORPORATION BY SHAREHOLDERS. All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall manage under the direction of, the shareholders of this corporation.

12. DIRECTOR QUORUM AND VOTING. Only 100 percent of the directors shall constitute a quorum for a meeting of the directors of this corporation. If a quorum is present, the affirmative vote of 100 percent of the directors present or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of 100 percent of the directors present and voting, shall be the act of the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 24th day of

June, 19 96.

John E. Markham
John E. Markham,
Incorporator

I HEREBY ACCEPT THE DESIGNATION OF REGISTERED AGENT.

John E. Markham
John E. Markham

FILED STATE
SECRETARY OF
DIVISION OF CORPORATIONS
96 JUN - 1 PM 11:11

STATE OF FLORIDA

COUNTY OF INDIAN RIVER

BEFORE ME, the undersigned authority, personally appeared
JOHN E. MARKHAM, individually and as incorporator and registered
agent, to me known to be the person who executed the foregoing
Articles of Incorporation, ~~OR who provided~~ _____

_____ as identification and he
executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 24th day of June, 1996.

Jeanne M. Priore
Notary Public, State of Florida
At Large. My Commission Expires:

(NOTARY SEAL)



JEANNE M PRIORE
My Commission CC667293
Expires May. 24, 2000