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PRESIDENTIAL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 047711 7105965

AUTHORIZATION :

COST LIMIT : \$122.50

Patricia Pappas

ORDER DATE : August 8, 1996

ORDER TIME : 12:42 PM

ORDER NO. : 047711

CUSTOMER NO: 7105965

CUSTOMER: J. Robert McCormack, Esq
J. ROBERT MCCORMACK, P.A.

2655 McCormick Drive

Clearwater, FL 34619-1041

DOMESTIC FILING

NAME: DUNCAN SALES GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

8/8/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG -8 PM 3:17

RECEIVED
96 AUG -8 PM 2:04
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION

OF

DUNCAN SALES GROUP, INC.

FILED
SECRETARY OF STATE
CORPORATIONS
96 AUG -9 PM 3:17

ARTICLE I

NAME

The name of this Corporation is DUNCAN SALES GROUP, INC.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Corporation and mailing address is:

8050 Seminole Mall
Seminole, FL 33772

ARTICLE III

TERM

The term of existence of this Corporation is perpetual.

ARTICLE IV

PURPOSE

This Corporation is organized to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE V
CAPITAL STOCK

This Corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock.

ARTICLE VI
DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation, who shall serve until their successors are elected and have qualified or until removed are as follows:

<u>NAME</u>	<u>ADDRESS</u>
JAMES G. DUNCAN	1501 Gulf Blvd. Unit 101 Clearwater Beach, Florida 34630
ANGELA R. DUNCAN	1501 Gulf Blvd. Unit 101 Clearwater Beach, Florida 34630

ARTICLE VII
OFFICERS

The affairs of this Corporation shall be administered by the officers designated by the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the shareholders, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are

designated by the Board of Directors, are as follows:

<u>OFFICE</u>	<u>NAME AND ADDRESS</u>
President	JAMES G. DUNCAN 1501 Gulf Blvd. Unit 101 Clearwater Beach, Florida 34630
Secretary, Treasurer	ANGELA R. DUNCAN 1501 Gulf Blvd. Unit 101 Clearwater Beach, Florida 34630

ARTICLE VIII

REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and office of this corporation is as follows:

<u>Registered Agent:</u>	<u>Office of Corporation:</u>
J. ROBERT McCORMACK	J. ROBERT McCORMACK, P.A. 2655 McCormick Drive Clearwater, FL 34619

ARTICLE IX

INDEMNIFICATION

Every Director and every officer of this Corporation serving this Corporation at its request, shall be indemnified by this Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him/her in connection with any proceeding or any settlement of any proceeding to which he/she may be a party or in which he/she may become involved by reason of his being or having been a Director or officer of

this Corporation, or by reason of his/her serving or having served this Corporation at its request, whether or not he/she is a Director or officer or is serving at the time such expenses or liabilities are incurred; provided that in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his/her duties and also in the event of a settlement, before entry of judgment, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of this Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which that person may be entitled.

ARTICLE X

BYLAWS

The first Bylaws of this Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE XI

AMENDMENTS

Amendments to the Articles of Incorporation shall be first adopted in resolution form by majority vote of the Board of Directors, who shall direct in its proceedings that the proposed amendment be submitted to a vote of the shareholders either at an annual meeting or a special meeting called for that purpose. At the shareholders' meeting, the affirmative vote of the holders of a majority of shares entitled to vote shall be required for adoption of the proposed amendment.

ARTICLE XII

SUBSCRIBER

The name and address of the Subscriber to these Articles of Incorporation is as follows:

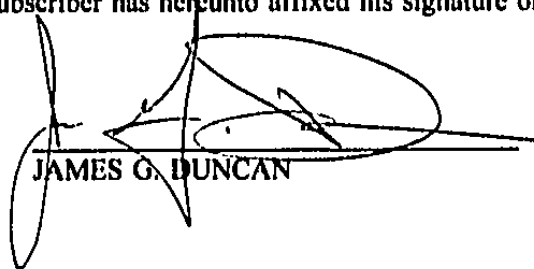
NAME

JAMES G. DUNCAN

ADDRESS

1501 Gulf Blvd. Unit 101
Clearwater Beach, Florida 34630

IN WITNESS WHEREOF, the Subscriber has hereunto affixed his signature on the 5th day of August, 1996.

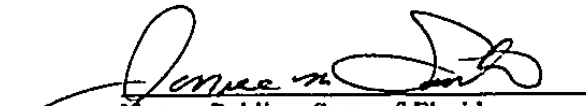

JAMES G. DUNCAN

STATE OF FLORIDA)
COUNTY OF PINELLAS)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared JAMES G. DUNCAN, to me known to be the person in and who executed the foregoing instrument for the purposes therein expressed.

Witness my hand and official seal in the County and State last aforesaid this 5th day of August, 1996.




Notary Public - State of Florida
My Commission Expires: 8/30/99

**CERTIFICATE OF ACCEPTANCE OF
REGISTERED AGENT**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 AUG -9 PM 3:17

I, J. ROBERT McCORMACK, as Registered Agent for DUNCAN SALES GROUP, INC. do hereby agree to accept Service of Process on behalf of the Corporation, to keep my office located at J. ROBERT McCORMACK, P.A. 2655 McCormick Drive, City of Clearwater, County of Pinellas, State of Florida, open during prescribed hours; and to post my name in some conspicuous place in the above-stated office as required by law.

DATED: August 5, 1996



J. ROBERT McCORMACK
Registered Agent