

MSF P96000076430

MEMBERSHIP SPECIALISTS, INC

September 6, 1996

VIA FEDERAL EXPRESS

Secretary of State
Division of corporations
409 East Gaines Street
PO Box 6327
Tallahassee FL 32314

20007013-15992
09/12/96 --01089--001
****122.50 ****122.50

RE Membership Specialists, Inc

Dear Sir or Madame

Enclosed are two original Articles of Incorporation and Registered Agent forms for the captioned corporation.

One original is to be filed in your office and one original is to be certified and returned to this office. Also enclosed is a check in the amount of \$122.50 for:

1. Receiving, filing and indexing
Articles of Incorporation
2. Certified copy of Articles of
Incorporation
3. Registered Agent Fee

Please telephone me if there is any reason why these requests cannot be met promptly. Thank you for your attention to these matters.

Very truly yours,

Renee D. Riedl
President

rd
Enclosures

PMC
9/13/96

FILED
95 SEP 12 PM 12:31
TALLAHASSEE, FL

**ARTICLES OF INCORPORATION
OF
MEMBERSHIP SPECIALISTS, INC.**

FILED
95 SEP 12 PM 12:31
TALLAHASSEE, FLORIDA

The undersigned hereby executes these Articles of Incorporation for the purpose of becoming incorporated as a corporation profit, and certifies as follows.

**ARTICLE I
NAME**

The name of the corporation shall be "**MEMBERSHIP SPECIALISTS, INC.**" (**MSI**). Its principal office shall be at 5130 Las Verdes Circle, No. 217, Delray Beach, Florida 33484 or at such other place as may be designated from time to time by the Board of Directors

**ARTICLE II
DURATION**

This corporation shall have perpetual existence.

**ARTICLE III
PURPOSE AND POWERS**

This corporation is organized for the purpose of rendering professional marketing services. **MEMBERSHIP SPECIALISTS, INC.** shall be empowered to acquire, rent, lease, let, hold, own, buy, convey, mortgage, bond, sell or assign property, real, personal or mixed, and to borrow or invest money, whether secured or unsecured, and to do and perform all such acts and things as are allowed by the laws of the State of Florida with respect to corporations, as those laws now exist or as they may hereafter provide.

**ARTICLE IV
CAPITAL STOCK**

This corporation is authorized to issue 1,000 shares of ONE DOLLAR (\$1.00) par value common stock.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 5130 Las Verdes Circle, Suite 217, Delray Beach, Florida 33484 and the name of the initial registered agent of this corporation at that address is Renee Dickens Riedl.

**ARTICLE VI
BOARD OF DIRECTORS**

The Club shall have four members of the Board of Directors initially as provided in the By-laws. 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 (1). The names and addresses of the initial directors of this corporation are

NAME	ADDRESS
Renee D. Riedl	5130 Las Verdes Circle, No. 217 Delray Beach, FL 33484
Debra Clinefelter	5130 Las Verdes Circle #217. Delray Beach, Florida 33484
Kathy Miller	c/o Broken Sound Club 2401 Willow Springs Drive Boca Raton, FL 33496

**ARTICLE VII
INCORPORATOR**

The name and address of the person signing these articles is:

Renee Dickens Riedl	5130 Las Verdes Circle #217. Delray Beach, Florida 33484
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ARTICLE VII POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act

ARTICLE VIII INDEMNIFICATION

MEMBERSHIP SPECIALISTS, INC. shall indemnify and hold harmless each person who shall serve at any time hereafter as director or officer from and against any and all claims and liabilities to which such person shall become subject by reason of his or her having been, or hereafter being, director or officer of MEMBERSHIP SPECIALISTS, INC. , or by reason of any action alleged to have been taken or omitted by him or her as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by her or him in connection with any such claim or liability; provided, however, that no such person shall be indemnified against, or be reimbursed for, any expense incurred in connection with any claim or liability arising out of his or her gross negligence or willful misconduct.

ARTICLE IX LIABILITY FOR DEBTS

Neither the members nor the officers or directors of MEMBERSHIP SPECIALISTS, INC. shall be liable for the debts of MEMBERSHIP SPECIALISTS, INC.

ARTICLE X AMENDMENT

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 shareholder(s) is subject to this reservation

**ARTICLE XI
BYLAWS**

The By-Laws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any By-Law adopted by shareholders if the shareholders specifically provide such By-Law is not subject to amendment or repeal by the directors

**ARTICLE XII
BEGINNING OF CORPORATE EXISTENCE**

Corporate existence shall begin upon the filing of these Articles of Incorporation

**ARTICLE XIII
DISSOLUTION**

In the event of dissolution or final liquidation of MEMBERSHIP SPECIALISTS, INC., all of the property and assets of MEMBERSHIP SPECIALISTS, INC., after payment of its debts, shall be distributed, as permitted by a court having jurisdiction, only among the shareholders or their heirs equally in accordance with the By-laws.


IN WITNESS WHEREOF, I have hereunder set my hand and seal,
acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this _____ day of August, 1996.


Renee Dickens Riedl, Incorporator

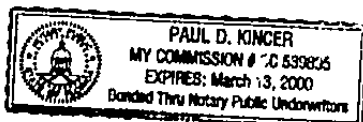
STATE OF FLORIDA)
 SS
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 9 day of sept, 1996, by Renee Dickens Riedl.

My commission expires




Notary Public
State of Florida at Large



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA.
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, of the Florida Statutes, the following is submitted

First, that MEMBERSHIP SPECIALISTS, INC., desiring to organize or qualify under the laws of the State of Florida with its principal place of business in the City of Delray Beach, State of Florida, names Renee Dickens Riedl located at 5130 Las Verdes Circle, Suite 217, Delray Beach Florida 33484 as its agent to accept service of process within the State of Florida.


Renee Dickens Riedl
President

August 31, 1996

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity and agree to comply with the provision of Chapter 48.091, Florida Statutes, relative to keeping said office open for service of process.


Renee Dickens Riedl, Registered Agent

Dated August 31, 1996

DEBIT MEMORANDUM

FOR OFFICIAL USE

DATE

NUMBER

TO :
DEPARTMENT OF STATE

P96000076430

STATE OF FLORIDA
OFFICE OF STATE TREASURER
TALLAHASSEE FLORIDA

FUND	AMOUNT	REASON RETURNED	KEY #
GENERAL REVENUE	0.00	INSUFFICIENT FUNDS	1
TRUST	1,738.50	ACCOUNT CLOSED	2
OTHER		UNCOLLECTED FUNDS	3
TOTAL	1,738.50	OTHER	4

CROSS
REF

DISTRIBUTION

SAMAS CODE

REASON

AMOUNT

12	45-20-2-130001-45300000-00-000100-00	1	6.00
12	45-20-2-130001-45300000-00-000100-00	1	8.75
12	45-20-2-130001-45300000-00-000100-00	4	30.00
12	45-20-2-130001-45300000-00-000100-00	1	80.00
12	45-20-2-130001-45300000-00-000100-00	2	122.50
12	45-20-2-130001-45300000-00-000100-00	1	122.50
12	45-20-2-130001-45300000-00-000100-00	1	131.25
12	45-20-2-130001-45300000-00-000100-00	1	225.00
12	45-20-2-130001-45300000-00-000100-00	1	225.00
12	45-20-2-130001-45300000-00-000100-00	1	225.00
12	45-20-2-130001-45300000-00-000100-00	4	225.00
12	45-20-2-130001-45300000-00-000100-00	1	30.00

GRAND TOTAL:

\$ 1,738.50

RECEIVED

71179-C

Process Date: 09/23/96

The above named fund(s) has been reduced by the amount of this check(s) under authority of Section 215.34, F.S.

State Treasurer



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 8, 1996

Renee Riedl
5130 Las Verdes Cir.
No. 217
Delray Beach, FL 33484

SUBJECT: MEMBERSHIP SPECIALISTS, INC.
Ref. Number: P96000076430

Debit Memo #: 71179-C

This is to inform you that your check #415 dated September 5, 1996 in the amount of \$122.50 and submitted for MEMBERSHIP SPECIALISTS, INC. has been returned to us by your bank because of Nonsufficient Funds.

We request that you remit a cashier's check or money order in amount of \$137.50 made payable to the Department of State. This amount will cover the unpaid check and the service fee required by law under section 215.34, Florida Statutes.

When sending the cashiers check or money order, please indicate the debit memo number and that it is a replacement for the returned check mentioned above.

Please note: The documents filed in this office with the returned check will be cancelled unless a replacement check is received within 30 days from the date of this letter. Send the replacement check to:

Division of Corporations
Attn: Melinda Lilliston
P.O. Box 6327
Tallahassee, FL 32314

If you have any questions concerning the returned check, please call (904) 487-6900.

Sincerely,
Melinda Lilliston
Administrative Assistant I
Division of Corporations

Letter number: 896A00045854

cc:Membership Specialist Inc.
5130 La Verdes Circle, No. 217
Delray Beach, Florida 33484



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 15, 1996

Renee Riedl
5130 Las Verdes Circle
No. 217
Delray Beach, FL 33484

SUBJECT: MEMBERSHIP SPECIALISTS, INC.
Ref. Number: P96000076430

Debit Memo #: 71179-C

Due to your failure to respond to our previous letter advising you of the returned check #415, the Articles of Incorporation for MEMBERSHIP SPECIALISTS, INC. have been cancelled and are considered not filed as of November 15, 1996.

The name of your corporation is now available for use.

If you have any questions concerning the returned check, please call (904) 487-6900.

Sincerely
Melinda Lilliston
Administrative Assistant I
Division of Corporations

Letter number: 496A00052251

cc:Membership Specialist Inc.
5130 La Verdes Circ., No. 217
Delray Beach, Florida 33484