

P96000081595

10/02/96

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

9:29 AM

((H96000013795 5))

TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001  
FROM: CORPORATE CREATIONS INTERNATIONAL INC. ACCT#: 073171003004  
CONTACT: JOHNNY C RODRIQUEZ  
PHONE: (305)672-0686 FAX #: (305)672-9110  
NAME: NATIONAL ASSIGNMENT CORP.  
AUDIT NUMBER.....H96000013795  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
CERT. OF STATUS..1 PAGES..... 4  
CERT. COPIES.....0 DEL.METHOD.. FAX  
EST.CHARGE.. \$78.75  
NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

FILED  
96 OCT -2 PM 3:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
96 OCT -2 AM 11:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

996A-4541

H96000013795

**Articles of Incorporation  
of  
National Assignment Corp.**

**Article I. Name**

The name of this Florida corporation is:  
National Assignment Corp.

**Article II. Address**

The mailing address of the Corporation is:  
National Assignment Corp.  
980 North Federal Highway, Suite 205  
Boca Raton FL 33432

**Article III. Capital Stock**

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

**Article IV. Registered Agent**

The name and address of the registered agent of the Corporation is:  
Kenneth L. Minerley  
980 North Federal Highway, Suite 205  
Boca Raton FL 33432

**Article V. Board of Directors**

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

H96000013795

Kenneth L. Minerley FL Bar Member 521840  
Bloch & Minerley, P.L.  
980 North Federal Highway, Suite 205  
Boca Raton FL 33432  
561-362-6699 • Fax 561-447-9887

FILED  
96 OCT -2 PM 3:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H96000013795

The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law.

The name of each initial member of the Corporation's Board of Directors is:

Pamela Lemons

Article VI. Incorporator

The name and address of the incorporator is:

Kenneth L. Minerley  
Bloch & Minerley, P.L.  
980 North Federal Highway, Suite 205  
Boca Raton FL 33432

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective October 2, 1996

The authorized representative of the incorporator executed these Articles of Incorporation on October 2, 1996



---

KENNETH L. MINERLEY  
by L.A. Uriarte as attorney-in-fact

H96000013795

Kenneth L. Minerley FL Bar Member 521840  
Bloch & Minerley, P.L.  
980 North Federal Highway, Suite 205  
Boca Raton FL 33432  
561-362-6699 • Fax 561-447-9887

H96000013795

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT AND REGISTERED OFFICE**

**CORPORATION:**  
**National Assignment Corp.**

**REGISTERED AGENT:**  
**Kenneth L. Minerley**  
**980 North Federal Highway, Suite 205**  
**Boca Raton FL 33432**

**FILED**  
**96 OCT -2 PM 3:21**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



**KENNETH L. MINERLEY**  
by L.A. Uriarte as attorney-in-fact

Date: 10/2/96

H96000013795

**Kenneth L. Minerley FL Bar Member 521840**  
**Bloch & Minerley, P.L.**  
**980 North Federal Highway, Suite 205**  
**Boca Raton FL 33432**  
**561-362-6699 • Fax 561-447-9887**

P96000081595

10/10/96

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

2:52 PM

((H96000014305 2))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: CORPORATE CREATIONS INTERNATIONAL INC.  
CONTACT: JOHNNY C RODRIQUEZ  
PHONE: (305)672-0686

ACCT#: 073171003004

FAX #: (305)672-9110

NAME: NATIONAL ASSIGNMENT CORP.

AUDIT NUMBER.....H96000014305

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..1

PAGES..... 2

CERT. COPIES.....0

DEL.METHOD.. FAX

EST.CHARGE.. \$43.75

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

FILED

9C OCT 10 PM 3:51

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SH 10/10  
Amend + NC

01/08/13 01:10:00  
01/08/13 01:10:00

H96000014305

**Articles of Amendment  
Changing Corporate Name From  
National Assignment Corp.**

**to**

**G & D Marketing and Investment Inc.**

**Article I. Name**

The name of this Florida corporation is National Assignment Corp.

**Article II. Amendment**

The Articles of Incorporation of the Corporation are amended so that the name of the Corporation is changed from National Assignment Corp. to G & D Marketing and Investment Inc. and the name(s) of the director(s) are deleted in their entirety and replaced by Gregory Gross and Lauris Boulanger.

**Article III. Date Amendment Adopted**

The amendment set forth in these Articles of Amendment was adopted on October 10, 1996.

**Article IV. Shareholder Approval of Amendment**

The amendment set forth in these Articles of Amendment was proposed by the Corporation's Board of Directors and approved by the shareholders by a vote sufficient for approval of the amendment.

The undersigned representative of the Corporation executed these Articles of Amendment on October 10, 1996.

National Assignment Corp.

By: 

«Worker Name»

Its: Assistant Secretary

FILED  
36 OCT 10 PM 3:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA