

P96000083494

TRANSMITTAL LETTER

FILED

96 OCT -4 AM 8:46

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

SUBJECT: Independent Marketing Services Inc.  
(Proposed corporate name - must include suffix)

500001957095  
-09/25/96--01098--016  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Enclosed is an original and one (1) copy of the articles of incorporation and a check  
for:

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

Additional Copy Required

W96-20393  
608  
615

send CRS to:

Douglas Gregory

FROM:

John P. Rosso 40 Equity Title/Southeast  
Name (printed or typed)

Gregory, Spurgin + Molham, P.A.

442 W. Kennedy Blvd.

Suite 340

Tampa, FL 33606

2605 Enterprise Road East \*150  
Address

Clearwater FL 34619  
City, State & Zip

813.724.1149  
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles

10-10-96



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

September 26, 1996

**EQUITY TITLE COMPANY/SOUTHEAST**  
**ATTN: JOHN P. ROSSO**  
**2605 ENTERPRISE ROAD E., SUITE #150**  
**CLEARWATER, FL 34619**

**SUBJECT: INDEPENDENT MARKETING SERVICES INC.**  
**Ref. Number: W96000020393**

We have received your document for **INDEPENDENT MARKETING SERVICES INC.** and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6927.

**Kathy Hyman**  
Document Specialist

**Letter Number: 796A00044357**

LAW OFFICES

**GREGORY, SPURGIN & MOLHEM**

PROFESSIONAL ASSOCIATION

442 WEST KENNEDY BLVD., SUITE 340  
TAMPA, FLORIDA 33606  
813-254-0111  
FAX 813-254-0110

October 3, 1996

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

**RE: Articles of Incorporation of Independent Marketing Services, Inc.**

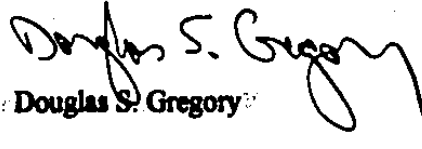
Dear Secretary:

Enclosed for filing with the State of Florida are the Articles of Incorporation of Independent Marketing Services, Inc. The Articles were previously returned by you (Letter Number 796A00044357) because my client had not enclosed an acceptance by the registered agent. That error has now been corrected. I understand that your office has already received a check in the amount of \$78.75 for the filing fees. Please return a copy of the filed Articles to me at the address listed above.

Thank you for your assistance.

Sincerely,

**GREGORY, SPURGIN & MOLHEM, P.A.**

  
Douglas S. Gregory

DSG/wd  
Enclosures

**ARTICLES OF INCORPORATION  
OF  
INDEPENDENT MARKETING SERVICES, INC.**

**FILED**  
96 OCT -4 AM 8:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, hereby makes, subscribes, acknowledges and files with the Secretary of State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE ONE**

The name of said corporation shall be Independent Marketing Services, Inc.

**ARTICLE TWO**

The general nature of the business or business to be conducted by this corporation, together with an addition to those powers conferred by the laws of the State of Florida upon corporation organized under and by virtue of the laws of Florida shall be as follows:

- a. To provide leads and consulting to various entities for services or products they sell or services they provide for a fee to be paid to Independent Marketing Services, Inc.
- b. To apply and qualify to carry on the general nature or business or businesses as authorized by this corporate charter and/or any amendments hereto in any state of the United States of America.
- c. To act as a general partner or limited partner in partnership ventures of all kinds, including but not limited to, general partnerships and limited partnerships both within and without the state of Florida.
- d. To do all and everything necessary and proper for the accomplishment of the objects enumerated in its Articles of Incorporation or amendment thereto or necessary or incidental to the protection or benefit of the corporation and, in addition to the specific powers herein enumerated, to have any and all rights, powers, and privileges which are, can be or may be granted to corporations incorporated under the State of Florida and, in that connection to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether such business is similar in nature to the objects set forth in the Articles of Incorporation or any amendment thereof.

**ARTICLE THREE**

The authorized capital stock of the corporation is 1000 shares of common stock with par value of \$100.00 per share, and each share shall entitle the holder thereof to vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, with property, or in labor or services at a valuation to be fixed by the incorporator or by the Board of Directors at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be non-assessable.

**ARTICLE FOUR**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE FIVE**

This corporation shall have perpetual existence.

#### ARTICLE SIX

The principal offices of the corporation shall be located at Independent Marketing Services, Inc. C/O John P. Rosso 11905 Keating Drive, Tampa, Fl., 33626, but the corporation shall have the power to establish branch offices and other places of business at such other places within or without the state of Florida as may be determined and deemed expedient by the Directors.

#### ARTICLE SEVEN

This corporation shall have one (1) director 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. The name and addresses of the Director(s) is/are as follows:

John P. Rosso C/O  
Independent Marketing Services, Inc.  
11905 Keating Drive  
Tampa, Fl., 33626

A quorum for the transaction of business shall be a majority of the Directors qualified and acting, and the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Director(s). The Director(s) may make or amend the Bylaws. The meeting of the Director(s) may be held within or without the state of Florida. A person shall not have to be a stockholder in order to qualify as a Director.

#### ARTICLE EIGHT

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

John P. Rosso C/O  
Independent Marketing Services, Inc.  
11905 Keating Drive  
Tampa, Fl., 33626

and the officer(s) of said corporation who shall hold office until their successors are elected and qualified shall be as follows:

President and Chief Executive Officer  
John P. Rosso C/O  
Independent Marketing Services, Inc.  
11905 Keating Drive  
Tampa, Fl., 33626

#### ARTICLE NINE

The time and place of the annual stockholders' meeting shall be the first business day of February at 9:00 a.m. of each and every year at the principal offices of the corporation unless otherwise fixed in the Bylaws or by a resolution of the Board of Directors, and any stockholder may waive notice thereof before or after the meeting.

The Board of Directors shall be elected annually by the stockholders at their annual meeting or at a special meeting held for that purpose. All vacancies in the Board shall be filled by the Board until the next annual meeting.

#### ARTICLE TEN

The Board of Directors shall have full power to fix their own compensation including any bonus or gratuity and to fix the compensation of any of the officers or any other member of the Board performing special services for the corporation, and any member of the Board may vote upon such compensation matters even though his own compensation may be the subject of the resolution.

#### ARTICLE ELEVEN

Except as otherwise provided by law, the entire voting power for the election of Director(s) and for all other purposes shall be vested exclusively in the holders of the outstanding common shares, except as provided in the Articles of Incorporation.

#### ARTICLE TWELVE

The name and address of the initial registered agent and registered office of this corporation is Douglas Gregory C/O Gregory, Spurgin & Molhem, P.A. 442 West Kennedy Blvd. Suite 340, Tampa, Fl., 33606

#### ARTICLE THIRTEEN

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

#### ARTICLE FOURTEEN

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.

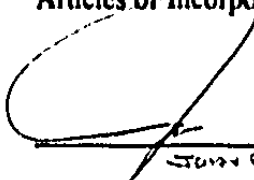
#### ARTICLE FIFTEEN

No contract or other transaction between this corporation and any other corporation and no act of this corporation shall in any way be affected or invalidated by the fact that any of the Directors of this corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation, and director individually, or any firm of which any director may be a member, may be a party to or be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to be by the Board of Directors or a majority thereof, and any director of this corporation who is also a director or officer of such other corporation or who is interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation, which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

#### ARTICLE SIXTEEN

Any and all of this Corporation's directors or officers, or former directors or officers, or any person who may have served at this Corporation's request as a director or officer of another corporation in which this Corporation is a creditor, may be indemnified against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceedings in which they, or any of them, are made parties, or a party, by reason of being or having been directors or officers, or a director or officer of this Corporation or of such other corporation, except in relation to matters as to which any such director or former director or officer or person shall be judged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged, and filed the foregoing Articles of Incorporation under the existing laws of the State of Florida, this 24th day of September, 1996.

  
\_\_\_\_\_  
John P. Rosso, Incorporator.

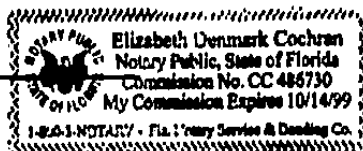
State of Florida  
County of Pinellas

I HEREBY CERTIFY that before me, the undersigned officer, this day personally appeared John P. Rosso to me well known, or who produced drivers license as identification, and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal this 24th day of September, 1996.

  
\_\_\_\_\_  
NOTARY PUBLIC  
STATE OF FLORIDA

My Commission expires: \_\_\_\_\_



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

**FILED**  
96 OCT -4 AM 8:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST, That INDEPENDENT MARKETING SERVICES, INC. qualifies under the laws  
of the State of Florida, with its principal place of business in the City of Tampa, State of Florida,  
and has named Douglas S. Gregory, Esq., 442 West Kennedy Blvd., Suite 340, Tampa, Florida,  
33606, as its agent to accept service of process within Florida.

**INDEPENDENT-MARKETING SERVICES, INC.**  
A Florida Corporation,

By: 

JOHN P. ROSSO, Incorporator

DATE: 10/3/96

**ACCEPTANCE OF REGISTERED AGENT**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE  
ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS  
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I AM FAMILIAR  
WITH AND FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL  
STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY  
DUTIES.

**DOUGLAS S. GREGORY, ESQ.**

By: 

Douglas S. Gregory, Esq.  
Gregory, Spurgin & Molhern, P.A.  
442 West Kennedy Blvd., Suite 340  
Tampa, Florida 33606

DATE: 3 October 1996

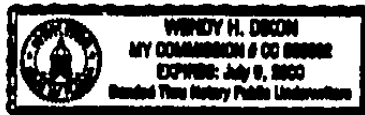


STATE OF FLORIDA )

COUNTY OF HILLSBOROUGH )

I HEREBY CERTIFY that before me, the undersigned officer, this day personally appeared Douglas S. Gregory, Esq. to me well known, or who produced \_\_\_\_\_ as identification, and who executed the foregoing Acceptance of Registered Agent, and he acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal this 3rd day of October, 1996.



*Wendy H. Deion*  
NOTARY PUBLIC  
Commission Expires: 7-9-2000