

P96000084554

TRANSMITTAL LETTER

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

EFFECTIVE DATE  
10-1-96

SUBJECT: 100% INCORPORATED  
(Proposed corporate name - must include suffix)

800001963808  
-10/03/96--01005--003  
\*\*\*\*\*18.75 \*\*\*\*\*18.75

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

EFFECTIVE DATE

FROM: DAVID M CASTLE  
Name (printed or typed)

2173 LAKE DEBRA DRIVE, #634  
Address

ORLANDO, FL. 32835  
City, State & Zip

(407) 297 6675  
Daytime Telephone number

FILED  
96 OCT 03 PM 12:24  
STATE  
TALLAHASSEE, FLORIDA

PLEASE NOTE EFFECTIVE DATE OF OCTOBER 1, 1996 AS  
PROVIDED FOR IN ARTICLE 3.

OCT 4 1996

53/  
BSB 502

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

SEP 14 1996

OCT 14 1996

W96-21053



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

October 7, 1996

DAVID M. CASTLE  
2173 LAKE DEBRA DRIVE #634  
ORLANDO, FL 32835

SUBJECT: 100 % INCORPORATED  
Ref. Number: W96000021053

We have received your document for 100 % INCORPORATED and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Bylaws are not filed with this office. Please retain them for your records.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6925.

Brenda Baker  
Corporate Specialist

Letter Number: 196A00045493

October 9, 1996

Attn: Brenda Baker

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

Ref. Number: W96000021053

Please find enclosed resubmitted documents under the above reference number with the name changed.

A handwritten signature in black ink, appearing to read "David M. Castle", enclosed within a large, loopy oval shape.

David M Castle.

FILED

96 OCT 3 PM 12:27

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
**100% Marketing & Distribution INC.**

EFFECTIVE DATE  
10-1-96

To: Sandra B Mortham  
Secretary of State  
Florida Department Of State

The undersigned, being a natural person, does hereby act as incorporator in adopting the following articles of incorporation for the purpose of organizing a stock corporation pursuant to the provisions of the Florida Stock Corporation Act:

**FIRST:** The name of the corporation (hereinafter called the corporation) is 100% Marketing & Distribution Inc.

**SECOND:** The post office address of the principal office and also the mailing address of the corporation is 2173 Lake Debra Drive # 634, Orlando, FL. 32835.

**THIRD:** The corporation shall commence business on October 1, 1996. The duration of the corporation shall be perpetual.

**FOURTH:** The purpose for which the corporation is organized, which shall include the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida Stock Corporation Act, are as follows:

To market and distribute Computer Hardware and Software,  
To market and distribute Citrus Juices and Products,  
To market and distribute Marine Electronics and Nautical Equipment.

To have, in furtherance of the corporate purposes, all of the powers conferred upon business corporations organized under the Florida Stock Corporations Act.

**FIFTH:** The total number of shares of capital stock which the corporation has authority to issue is 200,000 divided into 100,000 shares of Class A common stock with \$0.10 par value and 100,000 shares of Class B common stock with \$0.10 par value.

The following is a description of each class of stock of the with the preferences, conversion, and other rights, restrictions, voting powers, and qualifications of each class:

1. Except as hereinafter provided with respect to voting powers, the Class A common stock and the Class B common stock of the corporation shall be identical in all respects.

2. With respect to voting powers, except as otherwise required by the laws of the State of Florida, the holders of Class A common stock shall possess all voting powers for the purposes including, by way of illustration and not of limitation, the election of directors, and holders of Class B common stock shall have no voting power whatsoever, and no holder of Class B common stock shall vote on or otherwise participate in any proceedings in which actions shall be taken by the corporation or the stockholders thereof be entitled to notification as to any meeting of the Board of Directors or the stockholders.

**SIXTH:** No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights, to subscribe for, purchase or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued or transferred if the same have been reacquired and have treasury status, and any and all of such rights and options may be granted by the Board of Directors to such persons, firms, corporations, and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

**SEVENTH:** 1. The corporation shall, to the fullest extent permitted by the provisions of the Florida Stock Corporation Act. as the same may be amended and supplemented, indemnify any and all persons to whom it shall have power to indemnify under said provisions from and against any and all expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of stockholders, or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action while holding such office, and shall continue as to a person who has ceased to be a

director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

2. The stated capital of the corporation may be reduced by the Board of Directors, without the assent of the stockholders.

**EIGHTH:** The post office address of the initial registered office of the corporation in the State of Florida is 2173 Lake Debra Drive # 634, Orlando, FL. 32835. The name of the county in the State of Florida in which the said registered office of the corporation is located is the county of Orange.

The name of the initial registered agent of the corporation at such address is David M Castle. His business office is identical with the initial registered office of the corporation as set forth above.

  
.....  
(Signature)

OCTOBER 9, 1996  
(Date)

**NINTH:** The number of directors constituting the initial Board of Directors is two (2).

The names and the addresses of the persons who are to serve as members of the initial Board of Directors of the corporation are as follows:

| <u>Name</u>         | <u>Address</u>                                       |
|---------------------|--|
| David Murray Castle | 2173 Lake Debra Drive, #634, Orlando, Florida 32835. |
| Judith Ann Castle   | 2173 Lake Debra Drive, #634, Orlando, Florida 32835. |

**TENTH:** The provisions for the regulation of the internal affairs of the corporation shall be as set forth in the bylaws.

Signed on OCTOBER 9, 1996.

  
David M Castle, Incorporator.

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96 OCT 3 PM 12:27

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT / REGISTERED OFFICE**

STATE  
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA  
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE  
LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING  
STATEMENT IN DESIGNATING THE REGISTERED OFFICE / REGISTERED  
AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: **100% Marketing & Distribution INC.**
2. The name and address of the registered agent and office is:  
David Murray Castle  
2173 Lake Debra Drive # 634,  
Orlando, FL. 32835.

*Having been named as registered agent and to accept service of process for the above  
stated corporation at the place designated in this certificate, I hereby accept the  
appointment as registered agent and agree to act in this capacity. I further agree to  
comply with the provisions of all statutes relating to the proper and complete  
performance of my duties, and I am familiar with and accept the responsibilities of  
my position as registered agent.*



(SIGNATURE)

10/9/96  
(DATE)

**DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314**