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MICHAEL L. RAMOS, P. FILED

ATTORNEY AND COUNSELOR AT LAW

ALIKI PLAZA

378 SOUTH ATLANTIC AVENUE

ORMOND BEACH, FLORIDA 32176

96 OCT 14 PM 2:41

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MICHAEL L. RAMOS

October 9, 1996

TELEPHONE  
(904) 678-0000  
FAX  
(904) 678-2020

Secretary of State  
Corporate Records Bureau  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32301

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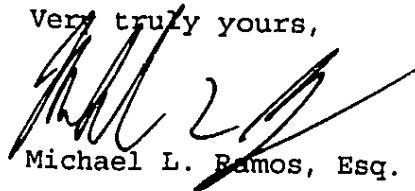
Re: Planet Marketing, Inc.

Dear Sir or Madam:

I have enclosed the original and one executed copy of the Articles of Incorporation in regard to the above corporation for filing. I have also enclosed my check in the amount of \$122.50 for filing fee.

Kindly return a certified copy directly to me.

Very truly yours,



Michael L. Ramos, Esq.

MLR/gj  
Enclosures

PH  
10/15/96

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
PLANET MARKETING, INC.**

I, the undersigned do hereby form the above corporation and to that end do hereby certify to the facts hereinafter set forth, as required by law.

**I**

The name of the proposed corporation shall be:

**PLANET MARKETING, INC.**

**II**

The general nature of the business to be transacted is as follows, to-wit:

1. Primary purpose will be marketing of merchandise and other commercial items.
2. To purchase or otherwise acquire and to hold and to own or to sell, assign, transfer, mortgage, pledge or otherwise dispose of real or personal property which the corporation might own or hold.
3. To borrow or to raise monies for any of the purposes of the corporation, to issue bonds, notes or other obligations for

monies so borrowed and to secure the payments thereof, and of the interest thereon, in whole or in part, by mortgage, pledge, conveyance or assignment in trust, of the whole or any part of the property of the corporation, real or personal, including contracts and other rights, franchises and privileges and also its income, profits, stocks, bonds and other securities of other corporations, associations, individuals or others, whether at the time owned or thereafter acquired; and to sell or pledge such bond or notes or other obligations of the corporation for its proper corporation purposes; also to loan or advance money upon mortgaged on real or personal property, or either of them or otherwise so far as shall be necessary or desirable in the conduct of the business of the corporation and not inconsistent with the laws of the State of Florida.

4. To conduct its business in other states, in territories and in foreign countries subject to the laws of such state, district, territory, colony or country.

5. Without in any way limiting the foregoing purpose, it is hereby declared and provided that the corporation shall have power to do any and all acts and things that may be reasonable necessary or appropriate to accomplish the purposes, of any of them, for which the corporation is created, so far as the same shall not be inconsistent with the laws of the State of Florida.

### III

The maximum number of shares of stock with which the

corporation is authorized to have outstanding at any time shall be One Hundred (100) shares of voting stock to be of no par value. The stock of this corporation shall be and can be paid for in cash or property, real, personal, or mixed or labor or services as full calculation to be fixed by the Board of Directors.

#### IV

The amount of capital with which the corporation shall begin business is One Hundred and No/100 Dollars (\$100.00).

#### V

The corporation shall have perpetual existence.

#### VI

The principal place of business is 1239 Ocean Shore Boulevard, Suite 2C3, Ormond Beach, Florida, 32176. The Registered Agent shall be Michael L. Ramos, Esquire, 378 South Atlantic Avenue, Ormond Beach, Florida, 32176.

#### VII

There shall not be less than one nor more than nine Directors of said corporation, provided, however that the corporation's number of Directors may be increased in any manner now or hereinafter authorized by law.

### VIII

The names and Post Office addresses for the first Board of Directors, the President/Treasurer and Vice President/Secretary who, subject to the provisions herein contained and of the said corporation and Chapter 607, Florida Statutes, as amended, shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified are the following:

NAME

POST OFFICE ADDRESSES

OFFICER/DIRECTOR

RANDALL J. HANCOCK  
President/Treasurer

1239 Ocean Shore Boulevard  
Ormond Beach, FL 32176

JAMES W. CLAYTON  
Vice President/Secretary

1239 Ocean Shore Boulevard  
Ormond Beach, FL 32176

### IX

The officers of said corporation shall be a President/Treasurer and a Vice President/Secretary and such other officers and agents as may be deemed necessary. All officers, agents and directors shall be chosen in such a manner and shall hold their offices for such terms and shall have such powers and duties as may be presented by the By-Laws or determined by the Board of Directors.

### X

The names and Post Office addresses of the subscribers of

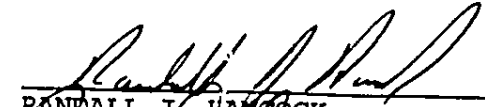
this Articles of Incorporation and the total number of shares of stock and the value of the consideration therefore with each agrees to take are as follows:

RANDALL J. HANCOCK	25 shares	\$ 25.00
JAMES W. CLAYTON	25 shares	\$ 25.00
J. K. WAKEFIELD	25 shares	\$ 25.00
GERALD M. ADAMS	25 shares	\$ 25.00

XI

Said Corporation reserves the right to amend, alter, change or repeal any provisions contained in this certificate in the manner now or hereinafter permitted by law or prescribed by Statutes, and all rights conferred upon the Stockholders.

IN WITNESS WHEREOF, we, the undersigned, being the original subscribers of these Articles of Incorporation, for the purpose of forming a corporation under the laws of the State of Florida, do hereby make and file these Articles of Incorporation hereby declaring and certifying that the facts herein are true, and hereunto set our hands and seals this 8th day of October, 1996.

  
RANDALL J. HANCOCK

  
JAMES W. CLAYTON

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

  
MICHAEL L. RAMOS

STATE OF FLORIDA  
COUNTY OF VOLUSIA

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Before me, the undersigned authority, ~~SECRETARY OF STATE~~  
authorized to take acknowledgements and administer oaths personally, ~~TALLAHASSEE, FLORIDA~~  
appeared RANDALL J. HANCOCK, to me known to be the person who  
executed the foregoing Articles of Incorporation and he hereby  
acknowledged before me that he executed the same freely and  
voluntarily for the purposes herein expressed.

WITNESS my hand and seal this 8th day of October,  
1996, at Ormond Beach, Volusia County, Florida.

Gina G Jaycox  
NOTARY PUBLIC, State of Florida

My Commission Expires:



GINA G JAYCOX  
My Commission CC483706  
Expires May 19, 1999  
Bonded by HAI  
800-422-1555

X To me personally known or  
whom provided \_\_\_\_\_  
as identification.

STATE OF FLORIDA  
COUNTY OF VOLUSIA

Before me, the undersigned authority, an officer duly  
authorized to take acknowledgements and administer oaths personally  
appeared JAMES W. CLAYTON, to me known to be the person who  
executed the foregoing Articles of Incorporation and he hereby  
acknowledged before me that he executed the same freely and  
voluntarily for the purposes herein expressed.

WITNESS my hand and seal this 8th day of October,  
1996, at Ormond Beach, Volusia County, Florida.

Gina G Jaycox  
NOTARY PUBLIC, State of Florida

My Commission Expires:



GINA G JAYCOX  
My Commission CC483706  
Expires May 19, 1999  
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X To me personally known or  
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