

P96000085714

CHARLES E. BUTLER III
ATTORNEY AT LAW
815 S.E. 7th STREET • 1st Floor
FORT LAUDERDALE, FLORIDA 33301
(954) 704-7600

FILED

96 OCT 14 AM 9:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 4, 1996

Corporate Records Bureau
Department of State
Division of Corporations
409 East Gaines
Tallahassee, Florida 32399

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-10/08/96--01105--020
****122.50 ****122.50

RE: HEAVY METAL THUNDER INC.

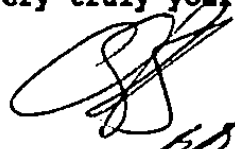
Gentlemen:

Enclosed are the original Articles of Incorporation and Resident Agent Certificate, together with my check in the amount of \$122.50 to cover the filing fee, charter tax, certified copy and the Resident Agent fee.

Please forward the certified copy and the Certificate of Incorporation to this office via Federal Express. I have enclosed a bill of lading for your convenience.

Thank you for your kind attention in this matter.

Very truly yours,



Charles E. Butler III

W96-21488
2284

CEB3/bb
enc.

TH
10-17-96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 10, 1996

CHARLES E. BUTLER, III
315 S.W. 7TH STREET, 1ST FLOOR
FORT LAUDERDALE, FL 33301

SUBJECT: HEAVY METAL THUNDER INC.
Ref. Number: W96000021488

We have received your document for HEAVY METAL THUNDER INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

In reviewing our records, we note there is a(n) HEAVY METAL THUNDER INC., Document number S83732, in existence.

Because of the similarities between the existing corporation and the one you are now seeking to file with us, and because it is our duty to assure that all fees due this office in accordance with section 607.0130(2)(c), Florida Statutes, are collected, we are returning the articles of incorporation unfiled and must request you return the existing corporation to good standing by completing the enclosed reinstatement application and submitting it with the appropriate fees.

The fees to reinstate the corporation are as follows: \$175 reinstatement fee, \$61.25 filing fee per year for the years 1993 through the current year, \$138.75 supplemental fee for the years 1992 forward. The total fee to file the reinstatement is \$975.00, therefore, there is a balance of \$852.50 due. Add an additional \$8.75 for each certificate of status requested.

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: 196A00046219

CHARLES E. BUTLER III

ATTORNEY AT LAW
315 S.E. 7th STREET • 1st FLOOR
FORT LAUDERDALE, FLORIDA 33301
(954) 764-7600

October 15, 1996

Ms. Kathy Hyman
Department of State
Division of Corporations
409 East Gaines
Tallahassee, Florida 32399

RE: HEAVY METAL THUNDER MARKETING INC.

Gentlemen:

Enclosed are the original Articles of Incorporation and Resident Agent Certificate for the above referenced. Please apply check previously sent for Heavy Metal Thunder Inc. in the amount of \$122.50 to cover the filing fee, charter tax, certified copy and the Resident Agent fee for the above referenced.

Please forward the certified copy and the Certificate of Incorporation to this office via Federal Express. I have enclosed a bill of lading for your convenience.

Thank you for your kind attention in this matter.

Very truly yours,



Charles E. Butler III

CEB3/bb
enc.

ARTICLES OF INCORPORATION
OF
HEAVY METAL THUNDER MARKETING INC.

FILED
96 OCT 14 AM 9:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I- NAME: The name of this corporation is HEAVY METAL THUNDER MARKETING INC.

ARTICLE II- DURATION AND FISCAL YEAR: This corporation shall have perpetual existence commencing on the 15th day of OCT., 1996. The corporation shall commence its fiscal year on October 1 and end its fiscal year on September 30.

ARTICLE III-PURPOSE: This corporation is organized for the purpose of any and all lawful business, and this corporation shall have all powers to effect its purpose.

ARTICLE IV- CAPITAL STOCK: This corporation is authorized to issue one hundred (100) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V- RIGHTS OF SHARES OF CAPITAL STOCK:

Section 1. Rights Upon Liquidation or Dissolution.

The assets of this corporation shall be payable to and distributed ratably among the holders of record of the common shares.

Section 2. Voting Rights.

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be voted exclusively in the holders of the outstanding common shares.

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

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT: The street address of this corporation is 6311 NW 63 Way, Parkland, FL 33067, and the name of the initial registered agent of this corporation at that address is Charles E. Butler III.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS: This corporation shall have 2 directors initially. The names and addresses of the initial directors of this corporation are:

Charles E. Butler III

6311 NW 63 Way
Parkland, FL 33067

Barbara Butler

6311 NW 63 Way
Parkland, FL 33067

ARTICLE IX - INCORPORATOR: The name and address of the person signing these Articles of Incorporation is: Charles E. Butler III, 6311 NW 63 Way, Parkland, FL 33067.

ARTICLE X - BYLAWS: The power to adopt, alter, amend or repeal the bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI - CALLING SPECIAL MEETINGS: Special meetings of Shareholders may be called by 50% of the holders of the outstanding common stock.

ARTICLE XII - SHAREHOLDER QUORUM AND VOTING: Fifty percent (50%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

ARTICLE XIII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER: The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law. Said approval may be made at a meeting of the shareholders or in writing as provided by law.

ARTICLE XIV - RIGHTS OF SHAREHOLDERS TO DISSENT: The shareholders of this corporation shall have the right to dissent from any corporate actions from which shareholders are entitled to dissent.

Article XV - SHAREHOLDERS MEETING REQUIRED: Any action of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation, duly called as provided by law, unless written consent by holders of 75% of all issued and outstanding shares is obtained.

ARTICLE XVI - MANAGEMENT OF CORPORATION BY SHAREHOLDERS: All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation until such time as the directors may elect officers.

ARTICLE XVII - POWERS: This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, except this corporation shall not have the power to be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise, unless approval is given by 2/3 of the holders of the outstanding common stock.

ARTICLE XVIII - DIRECTORS COMPENSATION: The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XIX - NO REMOVAL OF DIRECTORS: The shareholders of this corporation shall not be entitled to remove any director from office during his term, unless otherwise provided by the laws of the State of Florida and the Florida General Corporation Act.

ARTICLE XX - MEETINGS BY CONFERENCE TELEPHONE: Members of the Board of Directors may participate in meeting of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XXI - ACTION BY DIRECTORS WITHOUT A MEETING: The directors of this corporation may take action by written consent, as provided by law.

ARTICLE XXII - DIVIDENDS: Dividends may be paid to shareholders from the operating surplus of the corporation or from capital in the form of a tax free return of capital as may be determined by the Board of Directors. Dividends payable in shares of any class of stock may be paid to the holders of shares of any other class in lieu of a cash dividend payment as may be determined by the Board of Directors.

ARTICLE XXIII - INDEMNIFICATION: The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XXIV - FISCAL YEAR: The end of the accounting year of this corporation shall be the end of the calendar year.

ARTICLE XXV - AMENDMENT: This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any rights conferred upon the shareholders is subject to this reservation. Any

amendment to the Articles of Incorporation shall be by a vote of 2/3 of the outstanding shares of stock or by written consent of the holders of 2/3 of the outstanding shares of the common stock of the corporation.

IN WITNESS WHEREOF, the undersigned authority has executed these Articles of Incorporation this 15 day of Oct., 1996.



SWORN TO and SUBSCRIBED
before me this 15th day of October, 1996.

Christine Aniello
Notary Public

My commission expires: 8/21/97



CHRISTINE ANIELLO
COMMISSION # CC 297718
EXPIRES AUG 21, 1997
Atlantic Bonding Co., Inc.
800-732-2245

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

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

THAT HEAVY METAL THUNDER MARKETING INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 6311 NW 63 WAY, PARKLAND, FL 33067 HAS NAMED CHARLES E. BUTLER III AS RESIDENT AGENT, LOCATED AT 6311 NW 63 WAY, PARKLAND, FL 33067 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: 

TITLE: President & Director

DATE: 10/15/96

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 FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: 

DATE: 10/15/96

FILED
OCT 14 AM 9:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000085714

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 31, 1997

HEAVY METAL THUNDER MARKETING INC.
6311 N.W. 63 WAY
PARKLAND, FL 33067

SUBJECT: HEAVY METAL THUNDER MARKETING INC.
Ref. Number: P96000085714

Debit Memo #: 80307-D

This is to inform you that check #1000 in the amount of \$550.00 submitted with the annual report for HEAVY METAL THUNDER MARKETING INC. has been returned by your bank because of NON-SUFFICIENT FUNDS.

We request you remit a cashier's check or money order, referencing the above named debit memo number, in the amount of \$577.50 made payable to the Department of State to cover the unpaid fees and service charge.

Section 607.1421 or 617.1421, Florida Statutes, requires at least 60 day notice of our intent to administratively dissolve or revoke your corporation for failure to file the annual report and pay the filing fee. Consider this your 60 day notice if the payment is not received, your corporation will be administratively dissolved or revoked on or after October 1, 1997 and a reinstatement fee of an additional \$585 will be imposed to reactivate the corporation.

Please send the replacement check to my attention at the address listed below.

If you have any questions concerning the filing of your document, please call (850) 487-6057.

Pat Bailey
Accountant I

Letter Number: 197A00039122