

# CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 100, Tallahassee, FL 32301, (904) 222-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service \_\_\_\_\_ Two Day Service \_\_\_\_\_

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Mailor No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

REQUEST TAKEN CONFIRMED APPROVED  
 DATE 10/29/96  
 TIME 9.00 CK No. \_\_\_\_\_  
 BY CD

WALK-IN  
 Will Pick Up \_\_\_\_\_

RE: MARILYN GARDNER, Inc.

	C.O. FEE.	DISBURSED
Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
<input checked="" type="checkbox"/> Cert. Copy(s)		
<u>Theft</u>		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S - <u>1-800-342-8062</u>		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, _____ Copies		
Courier Service		
Shipping/Handling		
Phone ( ) _____		
Top Priority		
Express Mail Prep.		
FAX ( ) _____ pgs.		

## SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	
PREPAID.....	
BALANCE DUE.....	\$

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.

THANK YOU  
 from  
 Your Capital Connection

# ARTICLES OF INCORPORATION

OF

**MARILYN GIAMO, INC.**  
a Florida corporation

FILED  
95 OCT 29 PM 2:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

## ARTICLE I

The name of the Corporation is Marilyn Giamo, Inc., a Florida corporation.

## ARTICLE II

The duration of the Corporation is perpetual commencing upon the filing of these Articles of Incorporation with the Secretary of the State of Florida.

## ARTICLE III

The general purposes for which the Corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.
2. To do such other things as are incidental to the foregoing or necessary or desirable to accomplish the foregoing.

## ARTICLE IV

The Corporation is authorized to issue Ten Thousand (10,000) shares in the aggregate, which shares shall be of a single class of common stock and shall have a par value of One Dollar (\$1.00) per share.

## ARTICLE V

The street address of the initial registered office of the Corporation is 1300 Gulf Shore Blvd., North, #503, Naples, Florida 34102 and the name of its initial Registered Agent at such address is Marilyn Giamo. The principal office of the Corporation is located at 1300 Gulf Shore Blvd., North, #503, Naples, Florida 34102.

#### ARTICLE VI

The Corporation shall have at least one (1) Director. The Initial Board of Directors of the Corporation shall be comprised of one (1) Director whose name and address is:

Marilyn Glamo  
1300 Gulf Shore Blvd. N.  
#503  
Naples, Florida 34102

#### ARTICLE VII

The name and address of the incorporator is:

Paul K. Heuerman, Esquire  
Roetzel & Andress, L.P.A.  
Trianon Centre, Third Floor  
850 Park Shore Drive  
Naples, Florida 34103

#### ARTICLE VIII

These Articles of Incorporation may be amended by the assent of fifty-one percent (51%) of the shareholders of the Corporation.

#### ARTICLE IX

The powers of the Corporation shall be as follows:

1. To engage in any activity or business authorized under the Florida General Corporation Act or Florida Statutes.
2. In general, to carry on any and all incidental business, to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
3. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.
4. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers or purposes herein set forth, either alone or in association with others, incidental or pertaining to, or going out of, or connected with its business or purposes

or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

5. To indemnify any officer or director, or any former officer or director in the manner set out and provided for pursuant to the provisions of Section 607.0850 of the Florida Statutes, as amended.
6. To do all acts necessary or reasonable to effectuate the provisions of the Bylaws of this Corporation.

#### ARTICLE X

The Corporation may be dissolved with the assent of not less than two-thirds (2/3) of the shareholders.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, the undersigned, constituting the sole incorporator of this Corporation, has executed these Articles of Incorporation this 23d day of October, 1996.

#### INCORPORATOR:

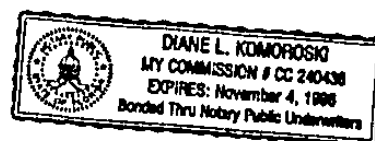
Paul K. Heuerman  
Paul K. Heuerman, Esquire

STATE OF FLORIDA       )  
                                  )SS:  
COUNTY OF COLLIER    )

The foregoing instrument was acknowledged before me this 23rd day of October, 1996 by Paul K. Heuerman, Esquire, who is personally known to me.

Diane L. Komoroski  
NOTARY PUBLIC  
Name: \_\_\_\_\_  
(Type or Print)  
My Commission Expires: \_\_\_\_\_

77638\_1.WP5



ACCEPTANCE OF REGISTERED AGENT

FILED  
96 OCT 29 PM 2:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named to accept service of process for Marilyn Glamo, Inc., a Florida corporation, at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3) and 607.0505.

Marilyn Glamo  
Marilyn Glamo

Date: 10/17/96

**ROETZEL ANDRESS**  
A LEGAL PROFESSIONAL ASSOCIATION

850 PARK SHORE DRIVE

TRIUMPH CENTRE THIRD FLOOR

NAMES, PENNSA 14

(941) 671-1100

FAX (941) 261-3659

COLUMBUS, OHIO  
(614) 461-9770

CINCINNATI, OHIO  
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CLEVELAND, OHIO  
(216) 621-6150

AKRON, OHIO  
(330) 376-2700

CANTON, OHIO  
(330) 433-2700

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RICHARD J. PAMA  
PAUL K. HEUERMAN  
G. CARSON MEE, III  
JONATHAN D. H. HIRSH  
MARK J. FRICK  
KAREN T. CONEY  
JENNIFER J. NUCKLEY  
STEVEN M. FALK  
RICHARD D. YOVANOVICH  
RONNIE L. HALLSEN

\* LICENSED IN OHIO ONLY

November 7, 1996

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

600002003866--1  
-11/13/96--01194--012  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: *Marilyn Giamo, Inc.*

Gentlemen:

Enclosed is the original and one copy of the Articles of Amendment to Articles of Incorporation for the above company, along with our check in the amount of \$35.00 to cover the filing fee.

Please file and return a copy to the undersigned in the enclosed self-addressed stamped envelope.

Thank you for your assistance in this matter. If you have any questions, please call:

Very truly yours,

*Paul K. Heuerman*

Paul K. Heuerman

PKH/dk  
Enclosures  
79335\_1.WP5

95 NOV 12 PM 1:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

*W*  
*600002003866*  
*NC Amend*  
*11.12.96*

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
MARILYN GIAMO, INC.

PURSUANT TO THE PROVISIONS OF SECTION 607.1006, FLORIDA STATUTES, THIS CORPORATION ADOPTS THE FOLLOWING ARTICLES OF AMENDMENT TO ITS ARTICLES OF INCORPORATION:

FIRST: Amendments Adopted:


Article I is amended to read as follows:

"The name of the corporation is Marilyn Glaimo, Inc., a Florida corporation."

SECOND: The date of the amendment's adoption is November 7, 1996.

THIRD: The corporation has not issued shares and pursuant to Florida Statute Section 607.1005, Paul K. Heuerman, as the majority and sole incorporator, has adopted the amendment set forth herein. The amendment was adopted by the incorporator without shareholder action and shareholder action was not required.

Signed this 7<sup>th</sup> day of November, 1996.

  
Paul K. Heuerman, Sole Incorporator

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

95 NOV 12 PM 1:14

APPROVED  
AND  
FILED