

P96000092459

Stephanie Webb
10798 - 119th St. N.
Largo, Florida 33778

3000001998943--0
-11/07/96--01047--001
*****70.00 *****70.00

FLORIDA DEPARTMENT OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

Attention: D.W. McKinnon, Director

FILED
96 NOV 7 PM 1:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir:

Enclosed are the completed Articles of Incorporation for
S & J PROMOTIONS, INC.

EFFECTIVE DATE

11-4-96

together with my check in the amount of \$70.00 covering the required filing fees. Please file said Articles.

Sincerely,

Stephanie Webb
Stephanie Webb

PH 11/12/96 22850
696 PH 10/28/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 28, 1996

STEPHANIE WEBB
10798 119TH ST N
LARGO, FL 33778

SUBJECT: S & J PROMOTIONS INC.
Ref. Number: W96000022858

We have received your document for S & J PROMOTIONS INC. and check(s) totaling \$70.00. However, your check(s) and document are being returned for the following:

The effective date is not acceptable since it is not within five working days of the date of receipt.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

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) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 096A00049591

Day Phone - 813-978-2172
EVENING - 813-399-8203

ARTICLES OF INCORPORATION
OF

FILED

96 NOV -7 PM 1:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, The undersigned, hereby organize for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Immunities and liabilities of Corporations for profit.

ARTICLE I - NAME

EFFECTIVE DATE

11-4-96.

The name of the Corporation shall be: **S & J PROMOTIONS, INC.**

ARTICLE II - DURATION

This Corporation shall exist perpetually, commencing on the date of execution and acknowledgment of these Articles.

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business under the laws of the United State and the State of Florida's General Corporation Act.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 7,000 shares of \$1.00 par value common stock, which should be designated "Common Shares".

ARTICLE V - CAPITAL

The amount of capital with which the Corporation will begin business shall be \$100.00.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is:

**10798 119th Street North
Largo, Florida 33778**

The name of the initial registered agent of this Corporation at that address is:

Stephanie Rao Webb

ARTICLE VII

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time by a majority vote of the stockholders, but it shall never be less than one.

ARTICLE VIII

The names and street addresses of the members of the first Board of Directors are as follows:

**Stephanie R. Webb
10798 119th Street North
Largo, Florida 33778**

**Gerald E. Webb Jr.
10798 119th Street North
Largo, Florida 33778**

ARTICLE IX - INCORPORATIONS

The names and addresses of the initial subscribers signing these Articles are as follows:

**Stephanie R. Webb
10798 119th Street North
Largo, Florida 33778**

**Gerald E. Webb Jr.
10798 119th Street North
Largo, Florida 33778**

ARTICLE X - BYLAWS

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

ARTICLE XI - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this Corporation shall be issued initially to the following persons in the amounts set opposite their names:

Stephanie R. Webb - 500 Shares

Gerald E. Webb Jr. - 500 Shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this Corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this Corporation.

ARTICLE XII - ADOPTION OF BYLAWS

A special meeting of the subscribers or their assigns shall be held, upon the call of the president, for the purpose of completing the organization of the Corporation and the adoption of the bylaws and the transaction of such other business as may come before the meeting.

ARTICLE XIII - AMENDMENT

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 shareholder is subject to this reservation.

ARTICLE XIV - TERMS OF ISSUING STOCK

Stock to be issued pursuant to these Articles of Incorporation shall be issued under the terms, provisions and conditions of Section 1244 of the Internal Revenue Code.

IN WITNESS WHEREOF, we have hereunto subscribed our names and affixed our seals to these Articles of Incorporation, on this 4th day of November

x Stephen M. Webb
Donald C. Webb

STATE OF FLORIDA
COUNTY OF: Pinellas

BEFORE ME, the undersigned authority, personally appeared,

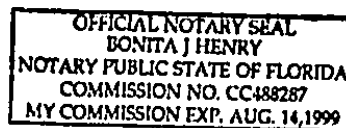
Stephanie R. Webb

who, being first duly sworn, deposes and says that he is the individual described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed same for the purpose therein expressed.

WITNESS my hand and official seal in the above named County and State
this 4th day of November, 1996



Notary Public, State of Florida
My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICES OF PROCESS WITHIN THIS STATE NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted.

S & J PROMOTIONS, INC.

desiring to organize under the laws of the State of Florida with it's principal office
as indicated in the Articles of Incorporation at:

**10798 119th Street North
Largo, Florida 33778**

County of Pinellas, State of Florida, has named **Stephanie R. Webb** at that
address as its agent to accept service of process within this State.

FILED
96 NOV -7 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGEMENT:

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 agree to comply with the provision of said Act relative to
keeping open said office.

: *Stephanie R. Webb*