

P96000104248

Mike Stansfield
Requestor's Name

2693 W. Fairbanks Ave Ste A
Address

Winter Park Fl. 32789
City/State/Zip Phone #

FILED
96 DEC 23 PM 4:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #) *Be 12/23*
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #) *400002036894--6
12/24/96--01084--009
***122.50 ***122.50*
4. _____ (Corporation Name) _____ (Document #)

- Walk in
 Pick up time _____
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

*Effec. Date - 6/25
Name - 502
W96-27191
Be 12/30*

Examiner's Initials	
---------------------	--

**ARTICLES OF INCORPORATION
OF**

PROMARK OF CENTRAL FLORIDA, INC.

ARTICLE I

Corporate Name and Principal Office

The name of this corporation is Promark, Inc. and its principal office and main address is 2693 West Fairbanks Avenue, Winter Park, FL 32789.

ARTICLE II

Commencement of Corporate Existence

The corporation shall come into existence DATE FILED WITH SEC. OF STATE

ARTICLE III

General Nature of Business

This corporation may engage in any activity or business permitted under the laws of the United States or of the State of Florida.

ARTICLE IV

Common Capital Stock

The aggregate number of shares of common stock that this corporation shall be authorized to have outstanding at any one time shall be one million shares of common stock at no par per share. Each share of issued and outstanding common stock shall entitle the holder thereof to participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

ARTICLE V

Preferred Stock

The aggregate number of shares of preferred stock that this corporation shall be authorized to have outstanding at any one time shall be one (1) million shares at no par value. The corporation may divide and issue the preferred shares in series, designated to

FILED
96 DEC 23 PM 4:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

distinguish each series from the shares of other series. The Board of Directors is hereby specially vested with authority to divide the classed of preferred shares in to series so established to the full extent permitted by the Articles of Incorporation and laws in the State of Florida in respect to the following: (a) the number of shares to constitute such series, and the distinctive designation thereof; (b) the rate and preference of dividends, if any, time of payment of dividends, whether dividends are cumulative and the date from which any dividend shall accrue; (c) whether shares may be redeemed and, if so, the redemption price and terms and condition of redemption; (d) the amount payable upon shares in the event of involuntary liquidation; (e) the amount payable upon shares in the event of voluntary liquidation; (f) sinking fund or other provisions, if any; for the redemption or purchase of shares (g) the terms and conditions o which shares may be converted if the share of any series are issued with the privilege of conversion; (h) voting powers, if any; and (I) any other relative rights and preferences of the shares of such series, including, without limitation, and restriction on an increase in the number of shares of any series theretofore authorized and any limitation or restriction of rights and powers to which shares of any further series shall be subject.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of the corporation shall be 2693 W. Fairbanks Avenue, Suite A, Winter Park, Florida 32789, and the initial registered agent of the corporation at such address is Michael Stanfield.

ARTICLE VII

Incorporator

The name and address of the corporation's incorporator is:

Name:	Michael Stanfield	Address:	2693 West Fairbanks Ave. Winter Park, FL 32789
-------	-------------------	----------	---

ARTICLE VIII

By-Laws

The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the corporation.

ARTICLE IX

Indemnification

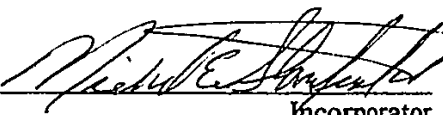
If in the judgment of a majority of the entire Board of Directors, (excluding from such majority any director under consideration for indemnification), the criteria set forth in 607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee or agent thereof, whether current or former, together with his or her personal representative, devisees or heirs, in the manner and to the extent contemplated by 607.0850, as then in effect, or by any successor law thereto.

IN WITNESS THEREOF, the undersigned has executed these Articles this ____ day of December, 1996.

FILED
96 DEC 23 PM 4: 01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

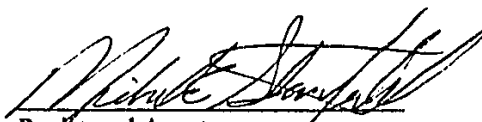
**CERTIFICATE DESIGNATING
REGISTERED AGENT**

Pursuant to the provisions of 48.091 and 607.0501, Florida Statutes, Promark, of Central Florida, Inc., desiring to organize under the laws of the State of Florida, hereby designated Michael Stanfield, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 2693 West Fairbanks Avenue, Suite A, Winter Park, Florida 32789, the business office of its Registered Agent, as its Registered Office.

By: 
Incorporator

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledgment that I am familiar with and accept the obligation imposed by Florida law upon that position, and agree to act as such in accordance with provisions of 48.091 and 607.0505, Florida Statutes.


Registered Agent