

P97000019179

Approved Buyers Network, Inc.

1415 West State Road 434  
Longwood, FL 32750

February 6, 1997

Florida Department of State  
Division of Corporations  
Bureau of Corporation Records  
Charter Section  
P. O. Box 6327  
Tallahassee, FL 32314

FILED  
97 FEB 28 PM 10:36  
TALLAHASSEE, FLORIDA

500002089565--7  
-02/17/97--01102--002  
\*\*\*\*122.50 \*\*\*\*122.50

Gentlemen:

Enclosed please find our check as payment for the following fees relative to our incorporation:

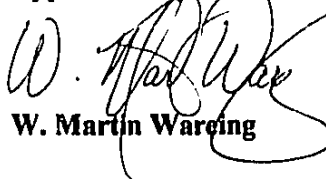
|                  |              |
|------------------|--------------|
| Filing Fee       | \$ 35.00     |
| Registered Agent | 35.00        |
| Certified fee    | <u>52.50</u> |
| Total            | \$122.50     |

W97-4059

Please return all documents to this office upon recording.

Sincerely,

Approved Buyers Network, Inc.

  
W. Martin Wareing

Enclosures: Articles of Incorporation

Check # 100

3-3-97



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

February 19, 1997

W. MARTIN WAREING  
1415 WEST STATE ROAD 434  
LONGWOOD, FL 32750

SUBJECT: APPROVED BUYERS NETWORK, INC.  
Ref. Number: W97000004059

We have received your document for APPROVED BUYERS NETWORK, 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):

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

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: 997A00008865

# ARTICLES OF INCORPORATION

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopt the following articles of incorporation:

## ARTICLE ONE

### NAME

The name of the corporation is  
**Approved Buyers Network, Inc.**

## ARTICLE TWO

### DURATION

The corporation shall commence existence as of the date of execution of these articles.  
The term of existence shall be perpetual.

## ARTICLE THREE

### PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

#### **ARTICLE FOUR**

##### **CAPITAL STOCK**

The aggregate number of shares which the Corporation has authority to issue is 1,000 shares. All shares shall be common shares with a par value of \$1.00 per share.

FILED  
97 FEB 28 PM 10:30  
SEC. 1  
TALLAHASSEE, FLORIDA

#### **ARTICLE FIVE**

##### **PREEMPTIVE RIGHTS GRANTED**

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase his pro rata share of any unissued or treasury shares of the corporation of the same kind, class or series as that which he already holds, and securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares at the price at which it is offered to others (without the issuance of fractional shares).

#### **ARTICLE SIX**

##### **RESTRICTION OF TRANSFER OF STOCK**

Shares held by the initial shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholder(s) or to this corporation. The price and terms at which, and the time within which such shares may be offered and resold shall be determined by an affirmative vote of three fourths (3/4) of the outstanding shares of this corporation.

## **ARTICLE SEVEN**

### **REGISTERED OFFICE**

The address of the initial registered office of the corporation is:

**1415 West State Road 434**

**Longwood, FL 32750**

and the name of the initial registered agent at such address is:

**W. Martin Wareing**

## **ARTICLE EIGHT**

### **INITIAL STOCK SUBSCRIPTIONS**

The initial subscribers to the shares of stock of this corporation and the number of shares to which they have subscribed are as follows:

|                             |                   |
|-----------------------------|-------------------|
| <b>James L. Moncrief</b>    | <b>490 Shares</b> |
| <b>861 Silverwood Drive</b> |                   |
| <b>Lake Mary, FL 32746</b>  |                   |

|                              |                   |
|------------------------------|-------------------|
| <b>W. Martin Wareing</b>     | <b>510 Shares</b> |
| <b>3955 Waterview Loop</b>   |                   |
| <b>Winter Park, FL 32792</b> |                   |

## **ARTICLE NINE**

### **MANAGEMENT**

The business of the corporation shall be managed by the stockholders of the corporation rather than by a board of directors.

**ARTICLE TEN**

**INCORPORATORS**

The names and addresses of the incorporators are:

**James L. Moncrief  
861 Silverwood Drive  
Lake Mary, FL 32746**

**W. Martin Wareing  
3955 Waterview Loop  
Winter Park, FL 32792**

**ARTICLE ELEVEN**

**AMENDMENTS**

The corporation reserves the right to amend or repeal any provision contained in the articles of incorporation, or any amendment hereto, but only by the vote of at least three fourths (3/4) of the outstanding shares of this corporation.

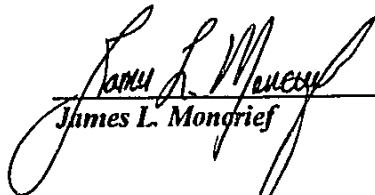
**ARTICLE TWELVE**

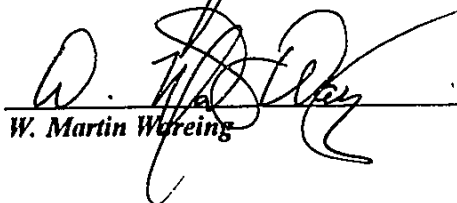
**PRINCIPAL OFFICE ADDRESS**

The mailing address of the principal office is:

**1415 West State Road 434  
Longwood, FL 32750.**

In witness whereof, the undersigned incorporators have executed these articles of  
this the 26th day of February, 1997.

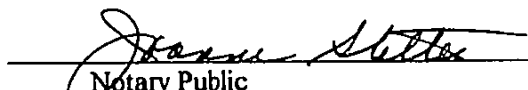
  
James L. Moncrief

  
W. Martin Wareing

State of Florida  
County of Seminole

I hereby certify that on this day before me, an officer duly qualified to take  
acknowledgements, personally appeared **James L. Moncrief** and **W. Martin Wareing**, to me known  
to be the person(s) described herein and who executed the foregoing and acknowledged before me  
that he executed the same for the purposes expressed therein.

Witness my hand and official seal in the county and state last aforesaid, this the  
26th day of February, 1997.

  
Notary Public  
My commission expires:



JOANNE STETTER  
My Commission CC433153  
Expires Jan 12, 1999  
Bonded by HAI  
800-422-1555

STATE OF FLORIDA  
DEPARTMENT OF STATE

Certificate designating place of business or domicile for the service of process within this state; naming agent upon whom process may be served and names and addresses of the officers and directors.

In compliance with chapter 48.091 for the Florida Statutes, the following is submitted:

**Approved Buyers Network, Inc.**

a corporation organizing under the laws of the State of Florida with its principal office at:

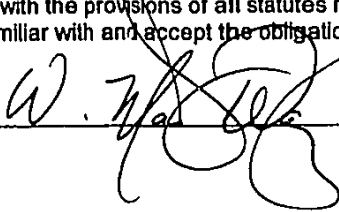
**1415 West State Road 434  
Longwood, FL 32750**

has named the following as its agent to accept service process within the state:

**W. Martin Wareing  
1415 West State Road 434  
Longwood, FL 32750**

**ACCEPTANCE**

Having been named as registered agent and to accept service of process for the above named corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
W. Martin Wareing

State of Florida  
County of DeSoto

I hereby certify that on this day before me, an officer duly qualified to take acknowledgements, personally appeared W. Martin Wareing, to me known to be the person described herein and who executed the foregoing and acknowledged before me that he executed the same for the purposes expressed therein.

Witness my hand and official seal in the county and state last aforesaid, this the 26<sup>th</sup> day of February, 1997.

  
\_\_\_\_\_  
Notary Public  
My commission expires:



JOANNE STETTER  
My Commission CC433153  
Expires Jan 12, 1999  
Bonded by HAI  
800-422-1555