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FLORIDA DIVISION OF CORPORATIONS  
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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: BRIMARK HOLDINGS, INC.

AUDIT NUMBER.....H97000004344

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 6

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3/14/97

6  
H97000004344 ARTICLES OF INCORPORATION  
OF  
ERIMARK HOLDINGS, INC.

FILED  
97 MAR 13 PM 6:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
The undersigned, acting as incorporator of a corporation under  
Florida General Corporation Act, adopts the following Articles of  
Incorporation for such corporation:

ARTICLE I

The name of the corporation is ERIMARK HOLDINGS, INC., having  
its principal place of business at 2027 Sharman Street, Hollywood,  
Florida 33020.

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized  
are to engage in any activity or business permitted under the laws  
of the United States and of this State.

ARTICLE IV

The corporation shall have the authority to issue Ten Thousand  
(10,000) shares all of one class of Capital Stock, with a par value  
of \$1.00 per share.

ARTICLE V

The address of its initial registered office is 6950 Cypress  
Road, Suite 101, Plantation, Florida 33317 and the name of its  
initial registered agent at said address is DAVID S. TUPLER.

THIS INSTRUMENT PREPARED BY:  
David S. Tupper, Esquire  
6950 Cypress Road, Suite 101  
Plantation, Florida 33317  
(305) 792-5400  
FBN: 608300

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#### ARTICLE VI

The number of directors and officers constituting its initial Board of Directors are two, whose names are:

DEANA STANLEY President/Director/Sec.	2027 Sherman Street Hollywood, Florida 33020
STEVE STANLEY Vice President	2027 Sherman Street Hollywood, Florida 33020

#### ARTICLE VII

The name and address of the incorporator is:

DAVID S. TUPLER ESQ.	6950 Cypress Road, Suite 101 Plantation, Florida 33317
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#### ARTICLE VIII

The shareholders shall have the power to adopt, amend, alter, change, or repeal the Articles of Incorporation when proposed and approved at a stockholder's meeting, with no less than a two-thirds vote of the common stock.

#### ARTICLE IX

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

#### ARTICLE X

The holders of the common stock of this corporation shall have preemptive right to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this corporation as may be issued for money (money or any property or services) from time to time, in addition to that stock authorized by the corporation. The preemptive right of any holder is determined by the ratio of the authorized shares of common stock

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held by the holder to all shares of common stock currently authorized.

ARTICLE XI

Pursuant to Florida Statute Section 607.167(1), the effective date of the commencement of corporate existence is the 13<sup>th</sup> day of March, 1997, which is the date of subscription and acknowledgement of the Articles of Incorporation. Said Articles of Incorporation are to be filed within five days after such date.

IN WITNESS WHEREOF, The undersigned has made and subscribed of these Articles of Incorporation at Plantation, Broward County, Florida on the 13<sup>th</sup> day of March, 1997.

David S. Tupler  
DAVID S. TUPLER, ESQ.

STATE OF FLORIDA  
COUNTY OF BROWARD

BEFORE ME, the undersigned appeared DAVID S. TUPLER, ESQ., who is to me personally known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my office seal at Plantation, in said County and State this 13<sup>th</sup> day of March, 1997.

Camela L. Cape  
Notary Public, State of Florida

My Commission Expires:



CAMELA CAPE  
My Commission DC42221  
Expires May 03, 1999  
Bonded by HAI  
800-423-1888

5/2/99

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David S. Tupler  
DAVID S. TUPLER, ESQ.

STATE OF FLORIDA  
COUNTY OF BROWARD

BEFORE ME, the undersigned authority personally appeared DAVID S. TUPLER ESQ., who is to me personally known to be the person described in and who is named as the Registered Agent in the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he has authorized said corporation to name him as its initial Registered Agent for the purposes mentioned and set forth in Article V.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Plantation, in said County and State this 13<sup>th</sup> day of March, 1997.

Pamela L. Cagle  
Notary Public, State of Florida

My Commission Expires:



PAMELA L. CAGLE  
My Commission CC488221  
Expires May 02, 1999  
Bonded by H&A  
800-422-1089

5/2/98

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 607.34 Florida Statutes, the following  
is submitted, in compliance with said Act:

First that ERIMARK HOLDINGS, INC., desiring to organize under  
the laws of the State of Florida with its principal office, as  
indicated in the Articles of Incorporation at City of Ft.  
Lauderdale, County of Broward, State of Florida has named DAVID S.  
TUPLER, located at 6950 Cypress Road, Suite 101, Plantation, County  
of Broward, State of Florida, as its agent to accept service of  
process within this state.

Having been named to accept service of process for the above  
stated corporation, at place designated in this certificate. I  
hereby accept to act in this capacity, and agree to comply with the  
provision of said Act relative to keeping open said office.

By: David S. Tupler  
DAVID S. TUPLER  
Registered Agent

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97 MAR 13 PM 6:09  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

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