



P97000024353

February 26, 1997

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Division of Corporations  
Florida Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399  
Tel (904) 488-9000

VIA FEDERAL EXPRESS

Airbill No. 3406853656

Dear Sir or Madam:

I would like to form the following corporation under Florida law:

-- Electronic <sup>20171L</sup>Marketing Services, Inc.

Enclosed please find the original and two copies of the Articles of Incorporation to be filed.

Please send me a certified copy of the Articles of Incorporation and a Certificate of Good Standing for the new corporation. I have enclosed a check made payable to the "Division of Corporations" in the amount of \$131.25, which consists of the \$70.00 filing fee, \$52.50 for the certified copy and \$8.75 for the certificate of good standing.

My return address is:

Mary Ann Y. David, Esquire  
c/o Rosen Associates  
215 S.W. LeJeune Road  
Miami, Florida 33134-1799  
(305) 446-5663

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\*\*\*\*131.25 \*\*\*\*131.25

I am enclosing a Federal Express Airbill for your expedited return to me.  
Thank you very much.

Very truly yours,

*Mary Ann Y. David*

Mary Ann Y. David  
Legal Counsel

Enclosures



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 4, 1997

MARY ANN Y. DAVID  
C/O ROSEN ASSOCIATES  
215 SW LEJEUNE RD  
MIAMI, FL 33134-1799

SUBJECT: ELECTRONIC MARKETING SERVICES, INC.  
Ref. Number: W97000005054

We have received your document for <sup>RETAIL</sup> ELECTRONIC MARKETING SERVICES, INC. and check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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: 397A00011117



March 17, 1997

Ms. Pamela Hall  
Document Specialist  
Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399  
Tel (904) 488-9000

**VIA FEDERAL EXPRESS**

Airbill No. 3406853811

Re: Articles of Incorporation/Electronic Retail Services, Inc.

Dear Ms. Hall:

Enclosed herewith, please find the original and two copies of the Articles of Incorporation for the above captioned company, together with your rejection letter of my previous filing. I would appreciate your processing my request at your convenience and returning a certified copy to me using the enclosed Federal Express Airbill.

Should you have any questions, please call me in our Miami office at (305) 446-5663. Thank you for your assistance.

Very truly yours,

Mary Ann Y. David  
Legal Counsel

Enclosures

cc: Mr. Clifford D. Rosen

ARTICLES OF INCORPORATION  
OF  
ELECTRONIC RETAIL SERVICES, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of this Corporation shall be **Electronic Retail Services, Inc.**

ARTICLE II

Duration

This Corporation shall have a perpetual existence, unless dissolved according to law, commencing on the date these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE III

Purpose and Powers

This Corporation is being formed for the purpose of transacting any or all business activities permitted to be transacted by Florida corporations by the laws of the State of Florida. This Corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE IV

Capital Stock

The Corporation is authorized to issue one hundred (100) shares of common voting stock with a par value of one dollar (\$1.00) per share, which shall be designated "Common Shares."

ARTICLE V

Principal Office: Initial Registered Office and Agent

The street address of the initial principal office and registered office of this Corporation is: 215 S.W. LeJeune Road, Miami, Florida, 33134-1799, and the name of the initial registered agent of this Corporation at that address is: Mary Ann Y. David, Esquire.

## ARTICLE VI

### Initial Board of Directors

This Corporation shall initially have three (3) directors. The number of directors may be increased or decreased from time to time by the By-laws, but shall never be less than one (1). The name and address of the initial directors of this Corporation are:

CLIFFORD D. ROSEN  
215 S.W. LeJeune Road  
Miami, Florida 33134

CLIFTON MIDDLETON  
215 S.W. LeJeune Road  
Miami, Florida 33134

HUGH McCALLUM  
215 S.W. LeJeune Road  
Miami, Florida 33134

## ARTICLE VII

### Amendments to Articles of Incorporation and Bylaws

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders of this Corporation.


## ARTICLE VIII

### Incorporator

The name and address of the person signing these Articles is:

Mary Ann Y. David, Esquire  
215 S.W. LeJeune Road  
Miami, Florida 33134-1799

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 17th day of March, 1997.

  
MARY ANN Y. DAVID, Subscriber

STATE OF FLORIDA     §  
                                  §  
COUNTY OF DADE     §

**BEFORE ME**, personally appeared MARY ANN Y. DAVID, ESQUIRE, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledges before me that he executed those Articles of Incorporation.

**IN WITNESS WHEREOF**, I have hereunto set my hand and affixed my official seal, in the State and County set forth above, this 17<sup>th</sup> day of March, 1997.

Juana M. Amago  
Notary Public, State of Florida

Juana M. Amago  
Type/Print/or Stamp Name of Notary

My Commission Expires:



**ACCEPTANCE OF APPOINTMENT BY RESIDENT AGENT**

The undersigned, Mary Ann Y. David, hereby accepts appointment as the Resident Agent for **Electronic Marketing Services, Inc.**, and does agree to accept service of process on behalf of the Corporation and to forward same to the appropriate corporate officer. The undersigned is familiar with and accepts the obligations provided for in Florida Statutes Section 607.0505.

**WITNESS** my hand this 17<sup>th</sup> day of March, 1997.

Maryann Y. David  
Mary Ann Y. David

**ARTICLES OF INCORPORATION  
OF  
ELECTRONIC RETAIL SERVICES, INC.**

**ARTICLE I**

**Name**

The name of this Corporation shall be **Electronic Retail Services, Inc.**

**ARTICLE II**

**Duration**

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CLIFTON MIDDLETON  
215 S.W. LeJeune Road  
Miami, Florida 33134

HUGH McCALLUM  
215 S.W. LeJeune Road  
Miami, Florida 33134

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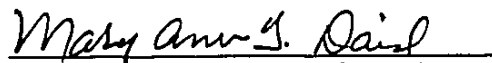
## ARTICLE VIII

### Incorporator

The name and address of the person signing these Articles is:

Mary Ann Y. David, Esquire  
215 S.W. LeJeune Road  
Miami, Florida 33134-1799

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 17th day of March, 1997.

  
MARY ANN Y. DAVID, Subscriber



STATE OF FLORIDA     §  
                                  §  
COUNTY OF DADE     §

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

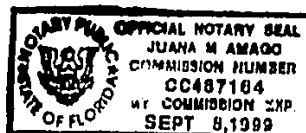
BEFORE ME, personally appeared MARY ANN Y. DAVID, ESQUIRE, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledges before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County set forth above, this 17<sup>th</sup> day of March, 1997.

Juana M. Amago  
Notary Public, State of Florida

Juana M. Amago  
Type/Print/or Stamp Name of Notary

My Commission Expires:



#### ACCEPTANCE OF APPOINTMENT BY RESIDENT AGENT

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Maryann Y. David  
Mary Ann Y. David