

CONTACT:

OFFICE USE ONLY

UCC FILING & SEARCH SERVICES, INC.

(Requestor's Name)

526 EAST PARK AVENUE

(Address)

TALLAHASSEE FL 32301

(City, State, Zip)

(904) 681-6528

(Phone #)

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-04/15/97--01013--009

\*\*\*\*\*70.00 \*\*\*\*\*70.00

OFFICE USE ONLY

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

1

Shell marketing Group, Inc

(Corporation Name)

(Document #)

2

(Corporation Name)

(Document #)

3

(Corporation Name)

(Document #)

4

(Corporation Name)

(Document #)



Walk In



Pick Up Time



Mail Out



Will Wait



Photocopy

NEW FILINGS	
<input checked="" 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 checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

*[Signature]*



Certificate of Status



Certificate of Good Standing



ARTICLES ONLY



ALL CHARTER DOCS



Certificate of FICTITIOUS NAME



FICTITIOUS NAME SEARCH



CORP SEARCH

FILED  
97 APR 15 AM 8:57  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

RECEIVED  
97 APR 15 AM 8:41  
DIVISION OF CONSULATION

HOLD FOR  
PICKUP BY  
UCC SERVICES

Examiner's Initials

ARTICLES OF INCORPORATION  
OF  
SHELL MARKETING GROUP, INC.

These Articles of Incorporation are executed by the undersigned for the purpose of forming a corporation pursuant to the Florida General Corporation Act, as particularly set forth in Chapter 607 of the Florida Statutes.

ARTICLE I. NAME.

The name of this corporation shall be named and known as  
SHELL MARKETING GROUP, INC.

ARTICLE II. DURATION.

The corporation shall commence upon the filing of these Articles and shall have perpetual existence thereafter.

ARTICLE III. PURPOSE.

The purpose for which the corporation is organized is the transaction of any and all lawful business for which a corporation may be incorporated under the Florida General Corporation Act, as the same may from time to time be amended.

ARTICLE IV. CAPITAL STRUCTURE

The aggregate number of shares of capital stock which this corporation shall have authority to issue shall be ten thousand (10,000) shares of common stock, all of the same class and each having a par value of One Dollar (\$1.00).

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TALLAHASSEE FLORIDA

ARTICLE V. INITIAL REGISTERED AGENT & OFFICE.

The name of the initial registered agent of the corporation at its initial registered office, and the street address and the mailing address of its initial principal office, is as follows:

<u>NAME</u>	<u>ADDRESS</u>
MARLENE RIVIELLO	C/O 6301 Arc Way Fort Myers, FL. 33912

ARTICLE VI. DIRECTORS.

The business and the affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the shareholders and serve as provided in the Bylaws. The number of the members of the Board of Directors may either be increased or decreased from time to time by the Bylaws, but shall never be less than two (1). The corporation shall have one (1) Director initially, and the name and address of the initial Director is as follows:

MARLENE RIVIELLO  
c/o 6301 Arc Way  
Fort Myers, FL. 33912

ARTICLE VII. PREEMPTIVE RIGHTS.

Each shareholder, upon the issuance by the corporation of authorized but unissued shares of stock of the corporation (other than the original issue of shares of stock to subscribers) or upon the issuance by the corporation of treasury stock, shall have the right to purchase a pro-rata share thereof, as nearly as may be done without issuance of fractional shares, at the price at which it is issued to others.

ARTICLE VIII. BYLAWS.

The power to adopt, alter, amend or repeal bylaws shall be vested in both the Board of Directors and the shareholders. Bylaws adopted, altered, amended or repealed by the shareholders of the corporation may not be repealed, altered, amended or re-adopted by the Board of Directors if the shareholders so provide.

ARTICLE IX. INCORPORATORS.

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

MARLENE RIVIELLO  
c/o 6301 Arc Way  
Fort Myers, FL. 33912

I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for said corporation and the registered agent signature.

IN WITNESS WHEREOF, the person executing these Articles of Incorporation has caused her hand and seal to be set this 7th day of APRIL, 1997.

  
MARLENE RIVIELLO

STATE OF FLORIDA     )

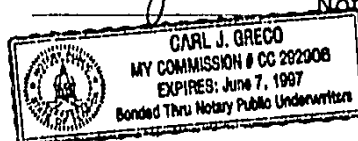
COUNTY OF LEE        )

Before me personally appeared MARLENE RIVIELLO known to me to be the individual described in and who executed the foregoing, and acknowledged before me that she executed the same for the purposes therein expressed.

Witness my hand and official seal in the County and State named above this 8th day of APRIL, 1997.

My Commission Expires:

6/7/97



Notary Public

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97 APR 15 AM 8:57  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA