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TRANSMITTAL LETTER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 14 AM 10:11

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-04/14/97--01121--004
*****78.75 *****78.75

SUBJECT: TOWBERT INTERNATIONAL, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: ANTHONY GERARD HILLIARD
Name (Printed or typed)

THE STERLING GROUP, INC.
153 EAST PALMETTO PARK ROAD, SUITE 212
Address

BOCA RATON FL 33432
City, State & Zip

561.361.7554 EXT. 1031
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

D. BROWN APR 15 1997

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ARTICLES OF INCORPORATION

OF

TOLBERT INTERNATIONAL, INC.

The undersigned, acting as incorporator of Tolbert International, Inc. under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is Tolbert International, Inc.

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of subscription and acknowledgment of these Articles of Incorporation by the Secretary of State, State of Florida.

ARTICLE III. PRINCIPLE PLACE OF BUSINESS

The principle place of business shall be 153 East Palmetto Park Road, Boca Raton FL 33432.

ARTICLE IV. DURATION

The corporation will exist perpetually.

ARTICLE V. PURPOSE

This corporation shall serve as holding company that may engage in any activity or business permitted under the laws of the United States and Florida.

More specifically, the general purpose or purposes for which the holding company is organized are as follows:

To serve as an investment company formed to own a controlling interest in one or more subsidiary companies, foreign or domestic and to engage in the business of the distribution of goods and services.

ARTICLE VI. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1000 shares of Class A common stock, having a par value of \$1.00 per share. The consideration to be paid for each share of Class A common stock shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 153 East Palmetto Park Road, Boca Raton FL 33432 and the name of the corporation's initial registered agent at the address is Anthony Hilliard, Esq.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The corporation shall have four directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one (1) or more than four (4). The name and street address of the initial director is:

<u>Name</u>	<u>Address</u>
Brian Tolbert- President/Secretary/Treasurer	153 East Palmetto Park Road Boca Raton FL 33432

ARTICLE IX. MANAGEMENT BY SHAREHOLDERS

All powers of the corporation shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of the board of directors. The name and street addresses of the original shareholders are:

<u>Name</u>	<u>Address</u>
Brian Tolbert Class A common stock - 1000 shares	153 East Palmetto Park Road Boca Raton FL 33432

ARTICLE X. INCORPORATOR

The name and street address of the incorporator are:

<u>Name</u>	<u>Address</u>
Brian Tolbert	153 East Palmetto Park Road Boca Raton FL 33432

The incorporator of the corporation assigns his rights under Section 607.161, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stocks of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE XI. CUMULATIVE VOTING

Every shareholder having the right to vote at a meeting of shareholders shall be entitled, in any election of directors, to that number of votes equal to the number of shares held by that shareholder multiplied by the number of directors to be elected, and each shareholder may either cast all those votes for a single candidate or distribute them among any two or more of the candidates. In the voting on all other proposals, each shareholder having the right to vote shall be entitled to one vote for each share of voting stock held.

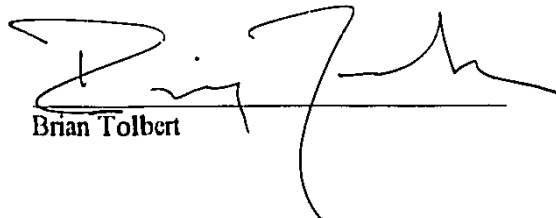
ARTICLE XII. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be shall be vested in the board of directors and the shareholder, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE XIII. BYLAWS

The corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 24 day of March, 1997.


Brian Tolbert

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

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1. The name of the corporation is: TOLBERT INTERNATIONAL, INC.

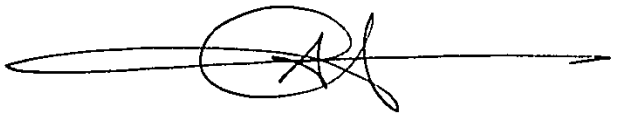
2. The name and address of the registered agent and office is:

ANTHONY GERALD HUMPHREY
(NAME)

153 EAST PANNETTO PARK ROAD, SUITE 212
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

BOCA RATON FL 33432
(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated 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.


(SIGNATURE)

3/25/97
(DATE)