

P9700004104/6

TRANSITTAL CENTER

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

SUBJECT: AMBER-LANCE, INC.

(Proposed corporate name - must include suffix)

Enclosed is an original and two (2) copies of the articles of incorporation and a check for \$131.25 (Filing Fee, Certified Copy, & Certificate - **Additional Copy Required**).
Please note the effective date of incorporation is 1 APRIL 1997.

MAY 25

Beth A. Simpson

FROM: _____

Name

100002163721--9
-05/02/97--01089--002
****131.25 ****131.25

8121 Lillian Hwy, #32

Address

Pensacola, FL 32506

City, State & Zip

(904) 457-0223

Daytime Telephone number

FILED
97 MAY -2 AM 9 35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Handwritten signature/initials

**ARTICLES OF INCORPORATION
OF
AMBER-LANCE, INC.**

97 MAY -2 AM 9:35
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KNOW ALL BY THESE PRESENTS, that we, BETH A. SIMPSON AND PATRICIA E. PLEASANT do hereby make, execute and verify these Articles of Incorporation of AMBER-LANCE, INC., under and by virtue of the laws of Florida.

ARTICLE I

PURPOSE

The name of the Corporation shall be: AMBER-LANCE, INC.

ARTICLE II

ADDRESS

The address of the principal office and mailing address of the corporation is:

8121 Lillian Hwy, #32
Pensacola, FL 32506

ARTICLE III

CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue is One Hundred Thousand (100,000) shares of common stock at no par value. Each share of stock may be issued from time to time at the option, choice and discretion of the Board of Directors of the Corporation for any consideration deemed sufficient by said Board, and none of said shares of stock in the hands of any person whomsoever shall be liable for the payment, or render such person liable for the payment, of any assessment or any obligation or payment on account of debts or obligations of the Corporation. The directors may purchase property and rights necessary for the business of the Corporation and issue shares in the amount of the value thereof in payment thereof and in payment of any obligation of the Corporation and the shares so issued shall be declared and taken to be fully paid and nonassessable and not liable to any further call, nor shall the holders thereof be liable for any further payments under the statutes of this state. The judgment and discretion of the Board of Directors in all matters pertaining to the issuance of such shares shall be conclusive for all purposes, except as hereinafter set forth.

The Corporation shall be required to honor and shall enter into all agreements of stockholders relating to restrictions upon the issue or alienation of any and all corporate stock, provided all stockholders of record agree thereon in writing duly acknowledged before a notary public, and the issue of any corporate stock in derogation of such an

agreement shall be void. In the event of such an agreement, the same shall be kept on file by the Corporation, and the provisions thereon relating to restriction upon the issue or alienation of such stock shall be placed upon the face of every stock certificate issued. On all original issues of stock or the sale of treasury stock authorized by the Corporation, the existing stockholders of record shall be given first opportunity to purchase the shares offered. Each stockholder shall be entitled to buy up to the number of shares which bears the same ratio to such authorized shares as the shares owned by such stockholders bears in ratio to the total shares outstanding prior to such new offering. Notice of such offer, together with the price fixed per share, shall be given by regular mail to each stockholder, who shall have thirty (30) days from the mailing of such notice within which to tender by bank cashier's check the appropriate price for the shares purchased. Thereafter, the Corporation shall be entitled to sell such shares remaining to any person, subject to any and all preemptive rights then in existence. In the event that the computation of the number of shares which a stockholder is entitled to purchase shall result in a fractional share, the option shall not extend to such fraction share. This Article may not be amended without the written consent, duly acknowledged by notaries public, of each stockholder of record.

ARTICLE IV

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Beth A. Simpson
8121 Lillian Hwy, #32
Pensacola, FL 32506

ARTICLE V

INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporation are:

Patricia E. Pleasant
961 Spanish Moss Dr.
Pensacola, FL 32506

Beth A. Simpson
8121 Lillian Hwy, #32
Pensacola, FL 32506

ARTICLE VI

PURPOSE

The objectives and purposes for which the Corporation is organized, the nature of the business to be carried on by it, and the powers it possesses and may exercise, are as follows:

1. To engage in the general business of buying, selling, owing, and operating businesses of all kinds and nature, including, but not limited to, restaurants, mail centers, business service, travel agencies, lounges, direct marketing, business consulting, education and training, and to do all things incident to, required for, and useful in connection with such a business.

2. To transact all lawful business for which corporations may be incorporated pursuant to the laws of the State of Florida.

3. To have and to exercise all the rights, powers and privileges now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereto and supplemental thereto. The enumerated powers herein shall not be construed as limiting or restricting in any manner the powers of this Corporation which shall always have such incidental powers as may be connected with or related to any specific power herein enumerated.

The principal business shall be carried on in the County of Escambia and State of Florida, but the Corporation shall have full power and authority to enter into and transact any business authorized by these Articles of Incorporation, in any of the states, territories or possessions of the United States, or in any foreign country, and the Board of Directors shall have full power at any time to establish and maintain such branch offices or agencies within or without the State of Florida as the business of the Corporation, in their opinion, may require.

ARTICLE VII

DIRECTORS

The affairs and management of the Corporation shall be under the control of a Board of Directors, all or any of the members of which may be nonresidents of the State of Florida. The Board of Directors shall consist of not more than five (5) nor less than two (2) directors. The initial Board of Directors shall consist of:

Patricia E. Pleasant
961 Spanish Moss Dr.
Pensacola, FL 32506

Beth A. Simpson
8121 Lillian Hwy, #32
Pensacola, FL 32506

who are hereby selected to act as directors of the Corporation for the first year of its existence and/or until their successors shall be duly elected and qualified.

ARTICLE VIII

MEETINGS

Any and all meetings of the stockholders and of the Board of Directors of the Corporation may be held within or beyond the limits of the State of Florida at such place or places as may be determined from time to time by the Board of Directors, and the said Board of Directors shall have the power and authority to meet and transact any business of the Corporation requiring the action of said Board without the State of Florida and in such other states as exigencies of the Corporation's business may demand, or as may be deemed expedient or convenient, and the proceedings at all such meetings or any of them shall have the same binding force and effect as if such meetings were held in the principal office of the Corporation in the State of Florida.

ARTICLE IX

VOTING RIGHTS

Each outstanding share of common stock shall be entitled to one (1) vote, and each fractional share shall be entitled to a corresponding fractional vote on each matter submitted to a vote at a meeting of stockholders. Cumulative voting shall not be allowed in the election of directors.

ARTICLE X

STOCKHOLDERS' ACTIONS

If a quorum is present, the affirmative vote of the majority of the shares represented at a meeting and entitled to vote on a subject matter shall be the act of the stockholders, provided, however, that actions involving amendments to these Articles, Loans to Directors of this Corporation, Merger or consolidation involving this Corporation, Dissolution of this Corporation, Revocation of the Dissolution of this

Corporation, and sales, exchanges, or leases of a principal part of all of the business, assets, property, or franchises of this Corporation not in the usual course of business, shall be done only upon the vote or concurrence of a majority of the outstanding authorized shares of this Corporation entitled to vote.

Any action required by these Articles of Incorporation or the laws of the State of Florida to be taken at a meeting of the shareholders or the Corporation or any action which may be taken at such meeting, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the shareholders entitled to vote with respect to the subject matter thereof.

ARTICLE XI

RIGHT OF DIRECTORS AND OFFICERS TO CONTRACT WITH CORPORATION

Any of the directors or officers of this Corporation shall not, in the absence of fraud, be disqualified. No director or officer, nor any firm, association or corporation with which he or she is connected as aforesaid shall be liable to account to this Corporation or its stockholders for any profit, salary, or other compensation realized by him or her from or through any such transaction or contract, it being the express purpose and intent of this Article to permit this Corporation to buy from, sell to, or otherwise deal with its directors and partnerships, firms or corporations of which the directors and officers of this Corporation, or any one or more of them, may be members, directors, or officers, or in which they or any of them may have pecuniary interests; and the contracts of this Corporation, in the absence of fraud, shall not be void or voidable or affected in any manner by reason of any such membership.

ARTICLE XII

BY-LAWS

The Board of Directors shall have power to make such By-Laws as they may deem proper for the management of the affairs of this Corporation, not inconsistent with the Constitution and Statutes of the State of Florida and these Articles of Incorporation.

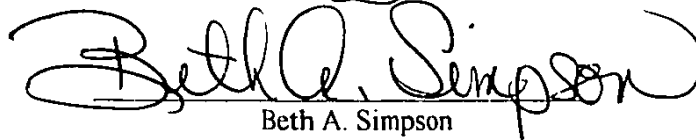
ARTICLE XIII

EFFECTIVE DATE

The effective date of this incorporation is 1 ~~April~~ ^{May} 1997. ₈

The undersigned incorporators have executed these Articles of Incorporation this 1st day of ~~April~~ ^{May}, 1997. ₈


Patricia E. Pleasant


Beth A. Simpson

**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.

1. The name of the corporation is: Amber-Lance, Inc.

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

Beth A. Simpson

(Name)

8121 Lillian Hwy, #32

(Address)

Pensacola, FL 32506

(City/State/ZIP)

FILED
MAY - 2 PM 9:35
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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.

Beth A. Simpson ^{BS} 5-1-97
(Signature) (Date)