

P97000052 661

11360 Fortune Circle  
West Palm Beach, FL 33414

June 10, 1997

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

700002211687--8  
-06/13/97--01071--006  
\*\*\*\*122.50 \*\*\*\*122.50

Re: The Stalk Market, Inc.

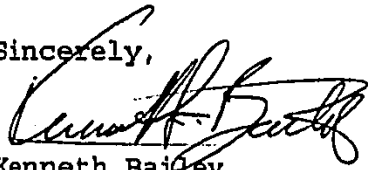
To Whom it May Concern:

Enclosed please find Articles of Incorporation and the Designation and Acceptance of Registered Agent for filing, together with my check in the amount of \$122.50 to cover the filing fee, certified copy charge, designation of registered agent and charter tax.

I have enclosed an additional copy of the Articles of Incorporation which I would appreciate having certified and returned to me in c/o 12773 W. Forest Hill Boulevard, Suite 1201, West Palm Beach, FL 33414.

Thank you.

Sincerely,

  
Kenneth Bailey

Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUN 13 PM 3:37

6-13-97  
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ARTICLES OF INCORPORATION  
OF  
THE STALK MARKET, INC.

FILED  
SECRETARY OF STATE  
SIGN OF CORPORATIONS  
97 JUN 13 PM 3:37

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be

THE STALK MARKET, INC.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00. per share.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be 11360 Fortune Circle, West Palm Beach, Florida 33414, and the name of the initial Registered Agent for the corporation at that address is Kenneth Bailey.

ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually.

## ARTICLE VII      LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

## ARTICLE VIII      SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

Kenneth Bailey

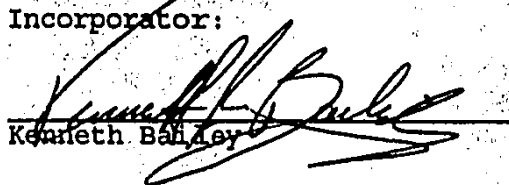
## ARTICLE IX      INCORPORATOR

The name and address of the incorporator is:

Kenneth Bailey  
11360 Fortune Circle  
West Palm Beach, Florida 33414

IN WITNESS WHEREOF, the undersigned has hereunto set his  
hand and seal on this 10th day of June, 1997.

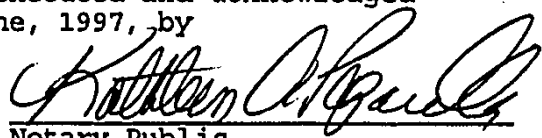
Incorporator:

  
Kenneth Bailey

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was executed and acknowledged  
before me this 10th day of June, 1997, by  
Kenneth Bailey.

(SEAL)

  
Notary Public  
State of Florida

My Commission Expires:



KATHLEEN A. PAPARELLA  
COMMISSION # CC 458627  
EXPIRES MAY 31, 1999

BONDED THRU  
ATLANTIC BONDING CO., INC.

DESIGNATION OF AND ACCEPTANCE  
BY REGISTERED AGENT

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUN 13 PM 3:37

The following is submitted in compliance with the laws of the State of Florida. The Stalk Market, Inc. a corporation organizing under the laws of the State of Florida, with its principal office located at 11360 Fortune Circle, West Palm Beach, Florida 33414, has named Kenneth Bailey, whose address is 11360 Fortune Circle, West Palm Beach, Florida 33414, as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

*Kenneth Bailey*  
Kenneth Bailey

STATE OF FLORIDA  
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, this day personally appeared Kenneth Bailey, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 10th day of June, 1997.

(SEAL)

*Kathleen A. Paparella*  
Notary Public  
State of Florida  
My Commission Expires:  
KATHLEEN A. PAPARELLA  
COMMISSION # CC 488527  
EXPIRES MAY 31, 1999  
BONDED THROUGH  
ATLANTIC BONDING CO., INC.