

JAMES F. SPEIKERS & ASSOCIATES
REPRESENTING THE MANUFACTURER

JAMES F. SPEIKERS
Corporate Office
(612) 955-3685
Fax (612) 955-3686

P97000099080

DATE: November 14, 1997

TO: Sandra Morthan/Secretary of State

FROM: James Speikers

400002355134--0
-11/24/97-01023-021
****122.50 ****122.50

Please find enclosed Articles of Incorporation for processing. Forward the corporation's new Federal ID # to the Delano address when completed.

Your prompt attention to this matter is appreciated.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 18 PM 3:47

W97-26026

Beverly
AUTHORIZATION BY PHONE TO
CORRECT RA + accep + prin-off
DATE 11-18-97
DOC. EXAM ST



• Professional Marketing and Sales Incorporated •
1885 Neal Ave. • Delano, MN 55328

ST
11/20

FILED STATE
SECRETARY OF CORPORATIONS
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Articles of Incorporation

Article I

The name of the corporation is James F. Speikers & Assoc., Inc.
1885 Neal Ave., Delano, MN 55328

Article II

The corporation shall have general business purposes and shall have unlimited power to engage in, and do any lawful act concerning, any and all lawful business for which corporations may be organized under the Florida Business Organization Act and all amendments thereto. Fla. 607.0301

Article III

The duration of the corporation shall be perpetual.

Article IV

The location and post office address of the corporation's registered office in the State of Florida shall be 2404 Carambola Lane, St. James City, Florida 33956. Said registered office is located in Lee County.
The registered agent is James F. Speikers.

Article V

The total authorized number of par value shares of the corporation shall be five hundred (500), all of one class, and the par value of each share shall be one dollar (\$1.00) IRC 1244 stock.

Article VI

The shareholders of the corporation shall have the preemptive right to subscribe for and to purchase any of the shares or other securities, warrants or rights of the corporation, now or hereafter authorized, including any of the same which may, from time to time, be in the treasury of the corporation. The shareholders of the corporation shall have the right of cumulative voting.

Article VII

The amount of stated capital with which the corporation will begin business shall not be less than one thousand dollars (\$500.00).

Article VIII

The name and post office address of the first director of the corporation is as follows:

<u>Name</u>	<u>Address</u>
James F. Speikers	2404 Carambola Lane St. James City, Florida 33956

The terms of office of the first director shall be until the first annual meeting of the shareholders and until their successors are duly elected. The number of directors shall not be greater than nine (9) and, except for the first director, each director shall hold office for a term of one year (1) until his successor is duly elected.

Article IX

The name and post office address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
James F. Speikers	2404 Carambola Lane St. James City, Florida 33956

Article X

The Board of Directors shall have the power and authority to make and alter the bylaws of the corporation, subject to the power of the shareholders to change or repeal such bylaws; provided, however, the Board of Directors shall not alter any bylaws fixing their qualifications, classification, terms of office, or number, except that the Board of Directors may make or alter any bylaws to increase their number up to a maximum of nine (9).

Article XI

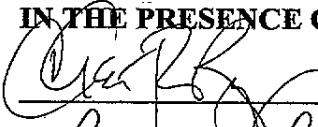
The power of authority to accept and reject subscriptions for shares and other securities, and to allot shares and other securities, and to otherwise issue, sell transfer and otherwise dispose of the shares and other securities of the corporation, whether authorized and unissued or in the treasury of the corporation and whether made or done before or after incorporation, is hereby granted to and vested in the Board of Directors of the corporation. The Board of Directors, without action by the shareholders, may from time to time offer for subscription, or otherwise issue or sell, or grant rights, warrants or options for the subscription vested in the Board of Directors of the corporation. The board of directors, without action by the shareholders, may from time to time offer for subscription, or otherwise issue or sell, or grant rights, warrants or options for the subscription to or purchase of any of the authorized shares or other securities of the corporation not then issued or which may have been issued and reacquired as treasury shares or other securities by the corporation, and any or all of any increased shares or other securities of any class that may hereafter be authorized for such consideration as the directors may determine. In connection with any rights, warrants, or options granted by the Board of Directors, the Board of Directors is authorized to fix the terms, provisions and conditions of such rights, warrants or options, including the conversion basis or bases and the option or warrant price or prices at which shares may be purchased or subscribed for and to authorize the issuance thereof. The board of Directors may specify in amount or value the proportions of the consideration over and above the par value of any share, on its issue or sale, which shall be capital, and which shall be surplus. Bonds, debentures, certificates of indebtedness, bonds convertible into shares, debentures convertible into shares, or other debt securities may be issued, sold or disposed of pursuant to the resolution of the Board of Directors, without action by the shareholders, for such consideration and upon such terms and conditions as may be deemed advisable by the Board of Directors in the exercise of its discretion. The board of Directors is hereby authorized and empowered to fix or alter, as to shares unallotted at the time, any or all of the following matters, to-wit: (1) the dividend rate; (2) the redemption price; (3) the liquidation prices; (4) the conversion rights; (5) the sinking or purchase fund rights of any shares or other securities; or (6) the number of shares in any series of any class, all in the manner and in accordance with the statutes, as the same may be from time to time, for such cases made and provided.

Article XII

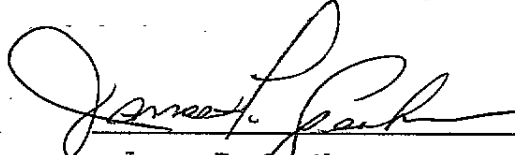
The holders of a majority of the outstanding shares of the corporation entitled to vote on the questions, respectively, shall have the power to authorize the sale, lease, exchange or other disposal of all or substantially all of the property and assets of the corporation, including its good will, and to amend the Articles of Incorporation of the corporation, and to adopt or reject an agreement of consolidation or merger.

^{November} ~~October~~ 14, 1997. IN WITNESS WHEREOF, we have hereunto set our hands this day of registered agent.

IN THE PRESENCE OF:



Barbara Reed

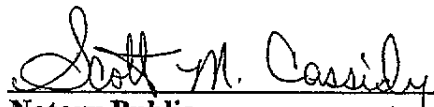


James F. Speikers
Incorporator/Registered Agent

^{Minnesota}
~~STATE OF Florida~~)
)ss.
COUNTY OF ^{Carver})

On this 14th day of November 1997, before me a Notary Public, personally appeared James F. Speikers to me known to be the person described in and who executed the foregoing Articles of Incorporation and acknowledge that James F. Speikers is the person of full age and that he executed same as his free act and deed for the uses and purposed therein expressed.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Notary Public,

