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Raymond E. Makowski, P.A.

Attorney at Law

886 South Third Street

Jacksonville Beach, Florida 32250

(904) 246-5050

February 9, 1998

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-02/12/98--01026--002  
\*\*\*\*122.00 \*\*\*\*122.00

The Honorable Sandra Mortham  
Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: Two Guys Marketing, Inc.

Dear Ms. Mortham,

Please find enclosed the Articles of Incorporation and one copy for the above referenced corporation together with a check in the amount of \$122.00 for the following expenses of incorporation:

\$35.00 - Filing Fee  
\$52.00 - Certified Copy of Articles  
\$35.00 - Registered Agent Designation

Please file the charter and return to me together with a certified copy of the Articles of Incorporation.

Very truly yours,



Raymond E. Makowski, Esq.

REM/kmc

Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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2-12-98  
WM

**ARTICLES OF INCORPORATION**  
**OF**  
**TWO GUYS MARKETING, INC.**

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SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
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**ARTICLE I**

**Name**

The name of the corporation is **Two Guys Marketing, Inc.**

**ARTICLE II**

**Duration**

The corporation shall have perpetual existence.

**ARTICLE III**

**Purpose**

The purpose of this corporation is to engage in marketing and distribution of products and in the transaction of any and all business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV**

**Capital Stock**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 7500 shares of common stock, each having the par value of \$1.00.

**ARTICLE V**  
**Principal Office and Address**

The initial principal office and registered office of this corporation and mailing address is 890 South Third Street, Jacksonville Beach, Florida 32250. The name of the initial registered agent at such address is **Mike Arquit**.

**ARTICLE VI**  
**Directors**

The corporation shall have two directors initially, whose names and street addresses are as follows: **Mike Arquit**, 890 South Third Street, Jacksonville Beach, Florida 32250, and **Charles D. Barr**, 890 South Third Street, Jacksonville Beach, Florida 32250.

**ARTICLE VII**  
**Subscriber**

The names and addresses of the incorporators of this corporation are as follows: **Mike Arquit**, 890 South Third Street, Jacksonville Beach, Florida 32250, and **Charles D. Barr**, 890 South Third Street, Jacksonville Beach, Florida 32250.

**ARTICLE VIII**  
**Officers**

This corporation shall have the following officers: a President, a Vice-President, a Secretary and a Treasurer, and such other officers as may be appointed by the Board of Directors or established by the By-Laws from time to time.

**ARTICLE IX**  
**Miscellaneous**

A. This corporation shall have the following powers: All powers as are now and as are hereafter conferred upon it by law. This corporation shall continue to have all powers which the law now confers upon it, even though the law conferring such power or powers is later amended or repealed. This provision shall be construed to give this corporation the broadest and most

comprehensive powers permitted by law.

B. This corporation shall establish plans such as, but not limited to, pension and/or profit sharing, wage continuation, group terms, medical care and accident and health.

C. Ownership of stock in this corporation shall not be required to make any person eligible to hold office or to become a director or officer in this corporation.

D. Any subscriber or stockholder present at any meeting either in person or by proxy, and any director present in person or by proxy, and any director present in person at any meeting of the Board of Directors shall be conclusively deemed to have received proper notice of such meeting unless he shall make objection at such meeting of any defect or insufficiency of notice.

E. The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and condition upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any capacity and receive compensation therefore in any form.

F. Unless otherwise provided in the By-Laws, stockholders shall have a preemptive right to purchase their pro rata share of new stock.

G. Unless otherwise provided in the By-Laws cumulative voting shall not be permitted.

H. No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any director or officer of this corporation is interested in or is a director or officer of such other corporation.

I. Any director of this corporation, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested.

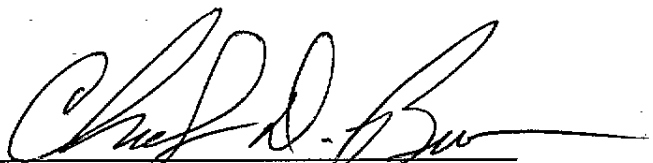
**ARTICLE X**  
**Amendment**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless the directors and stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation may be amended in any other manner permitted by law.

IN WITNESS WHEREOF, the undersigned, being the incorporator of this corporation, executed these Articles of Incorporation and certified to the truth of the facts herein stated, this

9th day of February, 1998.

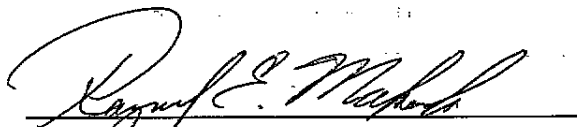
  
\_\_\_\_\_  
Mike Arquit

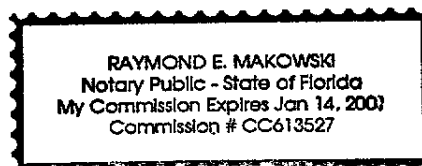
  
\_\_\_\_\_  
Charles D. Barr

STATE OF FLORIDA        }  
                                      }ss.  
COUNTY OF DUVAL        }

BEFORE ME, the undersigned authority, this day personally appeared before me **Mike Arquit**, who produced \_\_\_\_\_ as identification or is to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above, this 9th day of February, 1998.

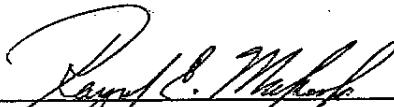
  
\_\_\_\_\_  
Notary Public  
State of Florida at large  
My Commission expires:

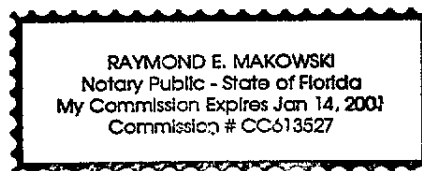


STATE OF FLORIDA        }  
                                      }ss.  
COUNTY OF DUVAL        }

BEFORE ME, the undersigned authority, this day personally appeared before me **Charles D. Barr**, who produced \_\_\_\_\_ as identification or is to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above, this 24 day of February, 1998.

  
\_\_\_\_\_  
Notary Public  
State of Florida at large  
My Commission expires:



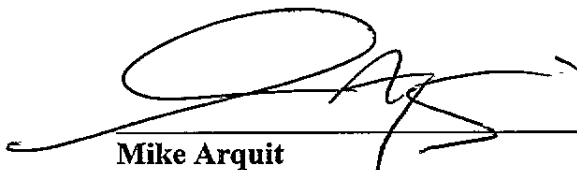
ACCEPTANCE OF DESIGNATION

STATE OF FLORIDA }  
                              } ss.  
COUNTY OF DUVAL }

FILED OF STATE  
SECRETARY OF CORPORATIONS  
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Mike Arquit, having been duly sworn according to law, deposes and says the following:

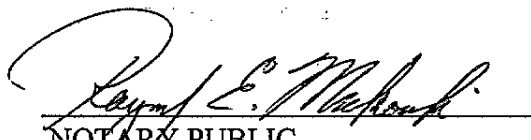
I HEREBY acknowledge and agree to be the initial registered agent of **Two Guys Marketing, Inc.**, 890 South Third Street, Jacksonville Beach, Florida 32250.

  
Mike Arquit

STATE OF FLORIDA )  
                              )ss  
COUNTY OF DUVAL )

The foregoing instrument was acknowledged before me by **Mike Arquit**, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did (did not) take an oath and who executed the foregoing instrument, and acknowledged to and before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 9th day of February, 1998, at Jacksonville Beach, County and State aforesaid.

  
NOTARY PUBLIC  
State of Florida, At Large

My commission expires:

