

P98000029481



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 762400 7148513

AUTHORIZATION :

Patricia T. Pugh

COST LIMIT : \$ 122.50

ORDER DATE : March 31, 1998

ORDER TIME : 10:45 AM

ORDER NO. : 762400-005

CUSTOMER NO: 7148513

CUSTOMER: Ms. Rosie Darling
CONSOLIDATED-MARKETING GROUP

9108 U.s. Highway 19

Port Richey, FL 34668

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 31 PM 12:33

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DOMESTIC FILING

NAME: DARTEK, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

RECEIVED
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DIVISION OF CORPORATIONS
[Signature] 3/31/98

ARTICLES OF INCORPORATION
OF
DARTEK, INC.

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ARTICLE I

NAME

The name of this Corporation is DARTEK, INC.

ARTICLE II

PRINCIPLE OFFICE AND MAILING ADDRESS

The principle office of the Corporation and mailing address is:

7652 Congress Street
New Port Richey, FL 34653

ARTICLE III

TERM

The term of existence of this Corporation is perpetual.

ARTICLE IV

PURPOSE

This Corporation is organized to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE V

CAPITAL STOCK

This Corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock, with One Hundred shares being issued to Franklin S. Darling.

ARTICLE VI

DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased from time to time by the Bylaws but shall never be less than one (1). The name and address of the Director of this Corporation, who shall serve until a successor or successors are elected and have qualified or until removed is as follows:

| <u>Name</u> | <u>Address</u> |
|---------------------|--|
| Franklin S. Darling | 12205 Lacey Drive New Port Richey, FL 34654 |

ARTICLE VII

OFFICERS

The affairs of this Corporation shall be administered by the officers designated by the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the shareholders, and they shall serve until their successors are designated by the Board of Directors, are as follows:

| <u>Office</u> | <u>Name and Address</u> |
|---------------|---|
| President | Franklin S. Darling 12205 Lacey Drive New Port Richey, FL 34654 |
| Secretary | Franklin S. Darling 12205 Lacey Drive New Port Richey, FL 34654 |
| Treasurer | Franklin S. Darling 12205 Lacey Drive New Port Richey, FL 34654 |

ARTICLE VIII

REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is as follows:

Registered Agent

Franklin S. Darling
7652 Congress Street
New Port Richey, FL 34653

ARTICLE IX

INDEMNIFICATION

Every Director and every officer of this Corporation serving this Corporation at its request, shall be indemnified by this Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director or officer of this Corporation, or by reason of his having served this Corporation at its request, whether or not he is a Director or officer or is serving at the time such expenses or liabilities are incurred; provided that in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties and also in the event of a settlement, before entry of judgment, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of this Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which that person may be entitled.

ARTICLE X

BYLAWS

The first Bylaws of this Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE XI

AMENDMENTS

Amendments to the Articles of Incorporation shall be first adopted in resolution form by majority vote of the Board of Directors, who shall direct in its proceedings that the proposed amendment be submitted to a vote of the shareholders either at an annual meeting or a special meeting called for that purpose. At the shareholders' meeting, the affirmative vote of the holders of a majority of shares entitled to vote shall be required for adoption of the proposed amendment.

ARTICLE XII

SUBSCRIBER

The name and address of the Subscriber to these Articles of Incorporation is as follow:

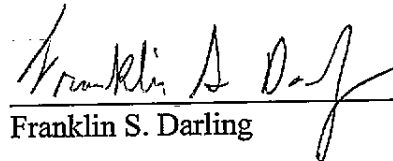
Name

Address

Franklin S. Darling

12205 Lacey Drive
New Port Richey, FL 34654

30th IN WITNESS WHEREOF, The Subscriber has hereunto affixed his signature on this day of March, 1998.


Franklin S. Darling

STATE OF FLORIDA}
COUNTY OF PASCO}

I HEREBY CERTIFY that on this day, before me, an office duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Franklin S. Darling, who produced a valid Florida Driver's License as identification or is well known to be the person who executed the foregoing instrument for the purposes therein expressed.

Witness my hand and official seal in the County and State last aforesaid this 30th day of March, 1998.

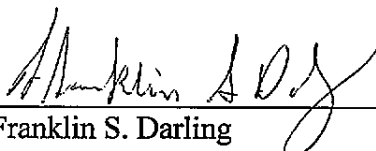

Notary Public - State of Florida
My Commission Expires 1/24/01



CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

I, Franklin S. Darling, as Registered Agent for Dartek, Inc., do hereby agree to accept Service of Process on behalf of the Corporation, to keep my business located at, 7652 Congress Street, New Port Richey, Pasco County, Florida 34653, open during prescribed hours; and to post my name in some conspicuous place in the above-stated office as required by law.

DATED: March 30th, 1998


Franklin S. Darling
Registered Agent

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