

P98000064239

Paul Rouleau
1546 Dixel Road
West Palm Beach, FL 33417
(561) 687-2036

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 20 AM 10:15

DEPARTMENT OF STATE
DIVISIONS OF CORPORATIONS
POB 6327
Tallahassee, FL 32314
(904) 488-9000

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***122.50 ***122.50

July 14, 1998

Dear Sirs:

Please find enclosed a check in the amount of \$122.50, to cover all the costs to set up a new corporation. I have enclosed two (2) original copies of the Articles of Incorporation as requested and required, and the check to be applied to the Incorporation fees as broken down below:

\$52.50	Certified Copy
35.00	Filing Fee
<u>35.0</u>	Registered Agent Filing Fee

\$122.50 Total Amount Due

I thank you in advance for your assistance in completing my corporate paperwork. Should you require any further information please feel free to contact me.

Sincerely yours,

Paul Rouleau

Paul Rouleau

Enclosure: (2) Originals of Corporate Papers
Check No. 1561

D. BROWN JUL 22 1998

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ARTICLES OF INCORPORATION

FOR

RULO SALES, INC.

ARTICLE I

NAME AND PRINCIPAL OFFICE ADDRESS

The name of the corporation is: Rulo Sales, Inc., located at 1546 Dixel Road, West Palm Beach, FL, 33417.

ARTICLE II

PURPOSE

1. To conduct business related to the purchase, distribution and sale of any and all food products. Also to conduct business related to the distribution and collecting of funds from vending machines the before mentioned items. To include but not limited to, the buying and selling of products and services of these related fields.
2. To buy, sell, exchange and distribute vouchers for business cards, trading and promotional cards, greeting cards, calendars, postcards, sports cards, Fleer/SkyBox trading cards, fund raisers and to do all things incidental to the accomplishment of the foregoing purposes.
3. To buy, advertise, grant access to and sell websites which will be designed to be used on the World Wide Web, and an Internet mall to be used for shopping for products and all other materials incidental to the accomplishment of the foregoing purposes.
4. To meet all requirements with regard to stocking, warehousing, distributing, maintaining machines and disbursing inventory as may be set forth by the State of Florida and any other governing body which may apply.
5. To engage in real estate investments including: buying, renting and selling of properties. To include all other activities related to the aforementioned.
6. To engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE III
CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of common stock. The common stock of this corporation shall have the following characteristics:

- (a) Par value shall be \$1.00 per share.
- (b) At all meetings of the stockholders the common stockholders shall be entitled to cast (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify them from voting thereon.
- (c) Except as otherwise provided by law, the entire power for the election of directors and for all other purposes shall be vested exclusively in the holders of the common stock.
- (d) Preemptive rights shall attach to all shares of common stock.

ARTICLE IV
INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially.

The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

Paul Rouleau
1546 Dixel Road
West Palm Beach, FL 33417
SS # 262-98-6006

Gladys Rouleau
1546 Dixel Road
West Palm Beach, FL 33417
SS # 264-27-8379

ARTICLE V
RESTRICTIONS OF TRANSFER OF STOCK

No common stock shall be sold or otherwise transferred by any stockholder to other persons unless such shares are first offered to the corporation and then to the remaining stockholders. The price and terms of which and the time within which such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

ARTICLE VI

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the same manner provided by law.

ARTICLE VII

INCORPORATE AND REGISTERED AGENT AND HIS ADDRESS

The name and address of the person signing these Articles as INITIAL REGISTERED AGENT is:

Paul Rouleau
1546 Dixel Road
West Palm Beach, FL 33417
(561) 687-2036

IN WITNESS WHEREOF, the undersigned subscriber and registered agent has executed these Articles of Incorporation this 14th day of July, 1998.

Paul Rouleau

Paul Rouleau
Subscriber and Registered Agent

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Paul Rouleau know to me to be the person who executed the foregoing Articles of Incorporation, as identified by his Florida Driver License # R 400-687-49-368-0, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 14 day of July, 1998,

Linda J. Beckwith
NOTARY PUBLIC

My Commission Expires:



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ACCEPTANCE OF REGISTERED/RESIDENT AGENT

Having been designated to accept service of process for the above-stated corporation, at the place set forth herein above, I hereby accept such designation and agree to act in such capacity and to comply with all provisions of Section 48.191, FLORIDA STATUTES.

By: Paul G. Rouleau
Paul Rouleau, Registered Agent
1546 Dixel Road
West Palm Beach, FL 33417