

P98000068305

S. LOUISE RUSSELL
2552 Lake Ellen Circle
Tampa, Florida 33618

July 27, 1998

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

900002603989--2
-07/31/98--01050--018
*****70.00 *****70.00

RE: Mark V Merchandising, Inc.

Dear Sir or Madam:

Enclosed please find original executed Articles of Incorporation to be filed of record.
Enclosed further please find a check in the amount of \$70.00 to cover the cost of same.

Please contact the undersigned should you have any questions.

Sincerely yours,



S. Louise Russell

Enclosures

APPROVED
AND
FILED
98 JUL 31 PM 12:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK AUG 5 1998

APPROVED
AND
FILED

8 JUL 31 PM 12:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MARK V MERCHANDISING, INC.

We, the undersigned, in order to form a corporation under and pursuant to the provisions of the Law of Florida for the purposes set forth below, hereby subscribed to these Articles of Incorporation.

I

The name of the corporation shall be MARK V MERCHANDISING, INC.

II

The purposes and general nature of the business to be conducted and transacted by the corporation shall be as follows:

- A. To do and transact any and all business as permitted under the laws of the State of Florida and the United States of America.
- B. To purchase for investment and resale, and to traffic in land, property, houses and buildings and other property of any nature. To create, sell, and deal in freehold and leasehold ground rents. To make advances upon the security of land or houses or other property. To deal in any manner with real and personal property.
- C. To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, and other negotiable instruments, including bonds, debentures, or other obligations of this corporation, whether secured by mortgage pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchased or acquired, or for other lawful objects.
- D. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, or any bonds, securities, or other evidences of indebtedness, created by any corporation and while owner of such stock or evidences of indebtedness, to exercise all of the rights, powers and privileges of ownership, including the right to vote according to the rights of said instruments and agreements.
- E. To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; and provided further, that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purpose of any stockholder's quorum or vote.

Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects hereinabove specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the

APPROVED
AND
FILED

98 JUL 31 PM 12:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

III

The number of shares of stock that this corporation is authorized to have outstanding at any time is 1,000 shares with a par value of \$10.00.

IV

The amount of capital with which this corporation shall begin business shall be determined by the Board of Directors.

V

The existence of this corporation shall be perpetual.

VI

The principal office of the corporation shall be located at 2552 Lake Ellen Circle, Tampa, Florida 33618

VII

The Board of Directors of this corporation shall consist of not less than one and not more than 4 members.

VIII

The names and addresses of the first Board of Directors, who shall, subject to these Articles of Incorporation, By-Laws, and the laws of Florida, hold office for the first year of the corporation's existence, or until their successors shall have been elected and qualified, are as follows:

<u>Catherine Ann Messier</u>	<u>2552 Lake Ellen Circle, Tampa, Florida 33618</u>
------------------------------	---

<u>S. Louise Russell</u>	<u>2552 Lake Ellen Circle, Tampa, Florida 33618</u>
--------------------------	---

IX

The registered agent and the registered office for this corporation are:

REGISTERED AGENT:

Catherine Ann Messier

2552 Lake Ellen Circle

Tampa, Florida 33618

X

The officers of the corporation until the first meeting of the corporation Board of Directors, or until successors are elected, shall be:

Catherine Ann Messier, President

S. Louise Russell, Secretary

XI

This corporation shall be initially governed by the stockholders, notwithstanding other provisions of these Articles of incorporation. At the discretion of the initial sold stockholder or the successor of all shares of the stockholder, or when there are two or more stockholders owning stock in the corporation, at a meeting held for that purpose, stockholders may elect to operate with A Board of Directors and officers as provided elsewhere in these Articles of Incorporation. At such time there shall be elected a minimum of three directors who shall hold office for one year after their election or until their successors are elected or appointed and have qualified. The stockholders shall also elect such persons to fill the offices of: PRESIDENT, VICE PRESIDENT, SECRETARY, TREASURER, and such other offices as are permitted by the By-Laws of the corporation. The officers shall serve for one year after their election or until their successors are elected or appointed and have qualified. The manner and form of electing or appointing officers and directors shall be set out in the By-Laws.

XII

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.

Catherine Ann Messier

Catherine Ann Messier

IN WITNESS WHEREOF, I have hereunto made, subscribed and acknowledged these Articles of Incorporation.

Catherine Ann Messier

Catherine Ann Messier

STATE OF FLORIDA
COUNT OF HILLSBOROUGH

I hereby certify that on this day personally appeared Catherine Ann Messier to me well known to be the same described in and who executed these Articles of Incorporation, and acknowledged the Articles to be the act and deed of the subscriber and that the facts set forth therein are true.

WITNESS my hand and seal at Tampa, Hillsborough County, Florida this 29
day of July, 1998.

My Commission Expires:

December 4, 2000

Seal



Joyce A Schuman
My Commission CC598510
Expires December 4 2000

Joyce A. Schuman
NOTARY PUBLIC

APPROVED
AND
FILED
98 JUL 31 PM 12:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA