



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 931050 82866A

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : August 18, 1998

ORDER TIME : 10:48 AM

ORDER NO. : 931050-005

CUSTOMER NO: 82866A

CUSTOMER: Mr. Timothy F. Campbell
CLARK & CAMPBELL, P.A.

Post Office Box 6559

Lakeland, FL 33807-6559

DOMESTIC FILING

NAME: ~~GERARDS, INC.~~

000002619040--5

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: Robert Maxwell

EXAMINER'S INITIALS:

2544
W98-18906

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 18 PM 1:17

RECEIVED
98 AUG 18 PM 1:32
DIVISION OF CORPORATIONS
11/198



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 18 PM 1:17

August 18, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: GERARDS, INC.
Ref. Number: W98000018906

RESUBMIT

Please give original
submission date as file date.

We have received your document for GERARDS, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 698A00042931

RECEIVED
98 SEP -1 PM 12:22
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 18 PM 1:17

JERARD'S INTERNATIONAL, INC.

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is
JERARD'S INTERNATIONAL, INC.

-Its address is 924 South Florida

Avenue, Lakeland, Florida 33803.

ARTICLE II. PERMITTED BUSINESSES
AND ACTIVITIES

The general nature of the business to be transacted by this corporation is wholesale and catalog sales.

This corporation may engage in every phase of any and all activities or businesses permitted by the laws of the United States and the State of Florida or any other state, territory, district or possession of the United States and all such activities or businesses as may be permitted in any foreign country. Without limiting the generality of the foregoing, the corporation shall have power to:

(a) Conduct business, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, and buy, hold, mortgage, sell, convey or otherwise dispose of franchises in this state and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia and in foreign countries.

(b) Purchase the corporate assets of any other corporation and engage in the same character of business.

(c) Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses or other rights or interests thereunder or therein.

(d) Take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

(e) Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of this state or any other state or government and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(f) Purchase, hold, sell and transfer shares of its own capital stock from the surplus of its assets over its liabilities, including capital. Shares of its own capital stock, owned by this corporation, shall not be voted directly or indirectly or counted as outstanding for the purpose of any shareholders' quorum or vote.

(g) Contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property or other instruments, to secure the payment of corporate indebtedness as required.

(h) Make gifts for educational, scientific or charitable purposes.

(i) Indemnify any person made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding against liability for their good faith acts and omissions to the extent provided by law.

(j) Purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or

other enterprise against liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of subsection (i) hereof.

(k) Enter into general partnership, limited partnerships (whether the corporation be a limited or general partner), joint ventures, syndicates, pools, associations and other arrangements for carrying on one or more of the purposes set forth in this certificate of incorporation, jointly or in common with others, so long as the participating corporation, person or association would have power to do so alone.

The foregoing clauses are both purposes and powers, and the foregoing enumeration of specific powers does not limit or restrict in any manner the powers of the corporation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock, having a par value of \$1.00 per share. The consideration to be paid for each share shall be as fixed by the Board of Directors and may take the form of services rendered, cash, property or any other form with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV. TERM OF EXISTENCE

The corporation is to exist perpetually, beginning with the filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation in the State of Florida is 4740 Cleveland Heights Boulevard, Lakeland, Florida 33813. The Board of Directors may from time to time move the registered office to any other address in Florida, and may establish branch

offices in such other place or places within or without the State of Florida as it may designate.

ARTICLE VI. DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time, as provided in the bylaws.

ARTICLE VII. DIRECTOR'S POWERS

The Board of Directors shall have the power to fix or change salaries of the directors as directors and as officers, to permit contracts or other transactions between the corporation and one or more of its directors individually or businesses in which one or more of its directors are interested, and to exercise such other powers of the corporation as are not inconsistent with these Articles or with any bylaws that may be adopted by the shareholders.

Without limiting the generality of the foregoing, no contract or other transaction between this corporation and one or more of its directors, or between this corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between this corporation and any corporation, association or other enterprise of which one or more of its directors are shareholders, members, directors, officers or employees or in which they are interested, shall be deemed to be invalid because of the presence of such director or directors at the meeting of the Board of Directors of this corporation, which acts upon, or in reference to, such contract or transaction, or because of his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the directors. This paragraph shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common or statutory law applicable thereto.

ARTICLE VIII. ORIGINAL DIRECTORS

The name and street address of each member of the first Board of Directors is:

<u>Name</u>	<u>Address</u>
Gerard H. Hubbell	924 South Florida Avenue Lakeland, Florida 33803

Members of the first Board of Directors shall serve until their successors are elected or appointed and have qualified.

ARTICLE IX. INCORPORATORS

The name and street address of the incorporator to these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Gerard H. Hubbell	924 South Florida Avenue Lakeland, Florida 33803

The incorporator of these Articles of Incorporation hereby assigns to this corporation any and all of their rights under Section 607.161, Florida Statutes, to constitute a corporation.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law; and all rights conferred on shareholders herein are granted and subject to this reservation. These Articles may be amended prior to the issuance of the stock of this corporation by the unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon or in such other manner as may be provided by law.

ARTICLE XI. ACTION OF SHAREHOLDERS

WITHOUT MEETING

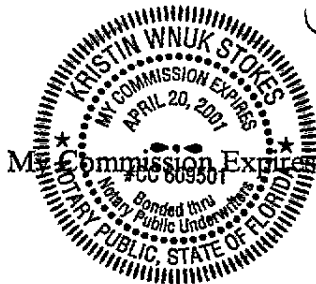
No action of the shareholders may be taken without a meeting unless a consent in writing, setting forth the action so taken, shall be signed by all of the shareholders of the corporation and filed with the secretary of the corporation as part of the corporate records. It is not necessary that all shareholders sign the same document.

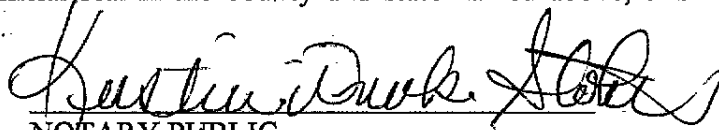

GERARD H. HUBBELL, Incorporator

STATE OF FLORIDA:
COUNTY OF POLK:

I hereby certify that on this day, before me, a notary public duly authorized in the state and county named above to take acknowledgments, personally appeared GERARD H. HUBBELL, to me known to be the person described as incorporator in and who executed the foregoing Articles of Incorporation and who did not take an oath.

14th day of August, 1998. WITNESS my hand and official seal in the county and state named above, this

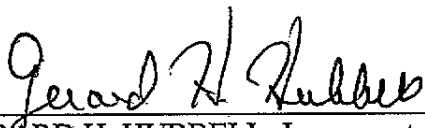



NOTARY PUBLIC
Print Name: KRISTIN WNUK STOKES

4/20/2001

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

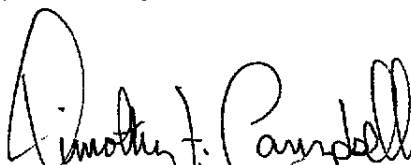
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted,
in compliance with said Act:
That JERARD'S INTERNATIONAL, INC., desiring to organize under the laws of the State of
Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of
Lakeland, County of Polk, State of Florida, has named Timothy F. Campbell, located at 4740
Cleveland Heights Boulevard, Lakeland, Polk County, Florida 33813, as its agent to accept service
of process within this state.


GERARD H. HUBBELL, Incorporator

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 18 PM 1:17

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation,
at the place designated in this certificate, I hereby accept to act in this capacity and agree to
comply with the provision of said act relative to keeping open said office. I am familiar with and
accept the obligations of Florida Statutes, §607.0505, a copy of which has been received on this
12th day of August, 1998.


TIMOTHY F. CAMPBELL
Registered Agent