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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 NOV -2 PM 1:25

October 30, 1998

VIA OVERNIGHT DELIVERY

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

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-11/02/98--01029--015  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

EFFECTIVE DATE  
10-30-98

SUBJECT: Incorporation of  
Market America 2000, Inc.,  
a Florida for-profit corporation

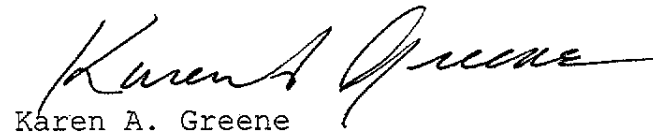
Dear Sir/Madam:

Enclosed please find an original and two (2) copies of the Articles of Incorporation and Certificate of Designation of Registered Agent for **Market America 2000, Inc.**, as well as a check for \$87.50 to cover filing fee, certified copy and certificate of incorporation.

As time is of the essence in this request, a return overnight mail packet is also enclosed to expedite return of the certified copy and the certificate.

Thank you for your kind assistance in this matter. If you have questions or need further information, please call me collect at (407) 497-0412.

Very truly yours,



Karen A. Greene  
4270 Aloma Avenue, Suite 12429-J  
Winter Park, Florida 32792

D. BROWN NOV - 3 1998

**EFFECTIVE DATE**  
10-30-98

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**ARTICLES OF INCORPORATION OF  
MARKET AMERICA 2000, INC.**

The undersigned, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of the corporation shall be: Market America 2000, Inc.

**ARTICLE II**

**PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation is:

4270 Aloma Avenue, Suite 12429-J  
Winter Park, Florida 32792

**ARTICLE III**

**SHARES**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: One Hundred Thousand (100,000) shares.

**ARTICLE IV**

**INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the initial registered agent are:

Karen A. Greene  
Registered Agent  
4270 Aloma Avenue, Suite 12429-J  
Winter Park, Florida 32792

## **ARTICLE V**

### **INCORPORATORS**

The name and address of each incorporator to these Articles of Incorporation are:

| <b>Name</b>         | <b>Address</b>                                   |
|---------------------|--|
| Karen A. Greene     | 8756 Harbor View Drive<br>Orlando, Florida 32817 |
| Carlyle N. Hawkyard | 8756 Harbor View Drive<br>Orlando, Florida 32817 |

## **ARTICLE VI**

### **EFFECTIVE DATE**

The effective date of this incorporation is October 30, 1998.

## **ARTICLE VII**

### **DURATION**

The duration of the corporation is perpetual.

## **ARTICLE VIII**

### **PURPOSE**

The general purpose for which the corporation is organized is to transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act, and to do such other lawful things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

## **ARTICLE IX**

### **POWERS**

The corporation has the authority to have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the corporation is organized and any and all acts amendatory thereof and supplemental thereof.

## ARTICLE X

### CAPITALIZATION

The total authorized capital stock amount of the corporation is Ten Thousand Dollars (\$10,000.00). The total number of shares that the corporation is authorized to have outstanding at any one time is One Hundred Thousand (100,000) shares. The par value of each share is Ten Cents (\$0.10). No distinction shall exist between the shares of the corporation, nor shall any distinction exist between the holders of such shares. Stock dividends shall be paid on a quarterly basis, in the manner set forth in the Bylaws.

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than seventy-five (75) persons. Stock will be issued and transferred only to: (i) natural persons, (ii) estates, or (iii) a trust as defined in Section 1361(d)(2) (or its successor section) of the Internal Revenue Code. In addition, no stock shall be issued or transferred to a nonresident alien.

Stock shall be issued for monies or other real or personal property, excluding stock or other securities, whether of the issuer or of some other corporation.

Each share certificate issued by the corporation shall have printed or stamped on it the following legend: "These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation of the corporation. A copy of said articles is on file at the principal office of the corporation."

## ARTICLE XI

### DIRECTORS

The business of the corporation shall be managed and conducted by a board of not less than two (2) and not more than ten (10) directors.

The number of directors constituting the initial board of directors of the corporation is two (2). The name and address of each person who is to serve as a member of the initial board of directors is:

| Name                | Address  |
|---------------------|--|
| Karen A. Greene     | 8756 Harbor View Drive<br>Orlando, Florida 32817 |
| Carlyle N. Hawkyard | 8756 Harbor View Drive<br>Orlando, Florida 32817 |

## **ARTICLE XII**

### **INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Each director and officer of the corporation now or hereafter serving as such, shall be indemnified by the corporation against any and all claims and liabilities to which he or she has or shall become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by him as such director or officer; and the corporation shall reimburse each such person for all legal expenses reasonably incurred by him or her in connection with any such claim or liability, provided, however, that no such person shall be indemnified against, or be reimbursed for any expense incurred in connection with, any claim or liability arising out of his or her own wilful misconduct or gross negligence.

The amount paid to any officer or director by way of indemnification shall not exceed his or her actual, reasonable, and necessary expenses incurred in connection with the matter involved, and such additional amounts as may be fixed by a committee of not less than two (2) nor more than ten (10) persons selected by the board of directors, who shall be shareholders of the corporation, and any determination so made shall be prima facie evidence of the reasonableness of the amount fixed or binding on the indemnified officer or director.

The right of indemnification hereinabove provided for shall not be exclusive of any rights to which any director or officer of the corporation may otherwise be entitled by law.

## **ARTICLE XIII**

### **INSURANCE AGAINST PROFESSIONAL LIABILITY**

The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or who 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 any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the corporation would have authority to indemnify him or her against such liability under the provisions of these articles, or under law.

## **ARTICLE XIV**

### **INTERESTED DIRECTOR CONTRACTS**

No contract or other transaction between the corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors or officers are financially interested, shall be either void or voidable because such director or directors are present at the meeting of the board of directors or at a committee thereof which authorizes, approves, or ratifies such contract or transaction or because his or her votes are counted for such purpose, if:

(a) The fact of such relationship is disclosed or known to the board of directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

(b) The fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

(c) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(d) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board, a committee, or the shareholders.

## **ARTICLE XV**

### **GREATER THAN MAJORITY VOTE REQUIRED FOR PARTICULAR ACTIONS**

The affirmative vote of two-thirds of shareholders, represented at a meeting consisting of a quorum as defined in the Bylaws, shall be required to amend these articles so as to increase or decrease the authorized number of, or to change the designations, qualifications, limitations, restrictions, or rights of, any of the corporation shares; or to merge or consolidate the corporation with or into any other corporation or sell, lease, or convey all or substantially all of the assets of the corporation, or to dissolve voluntarily, liquidate, or wind up the affairs of the corporation.

ARTICLE XVI

AMENDMENTS TO ARTICLES OF INCORPORATION

The corporation reserves the right to amend, add to, or repeal any provision contained in these Articles of Incorporation, in the manner consistent with law and in conformity with the provisions set forth in the Bylaws.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, we, the undersigned, constituting the incorporators and directors of this corporation, have executed these Articles of Incorporation this 30th day of October, 1998, at Winter Park, Seminole County, Florida, on this 30th day of October, 1998.

  
KAREN A. GREENE


  
CARLYLE N. HAWKYARD

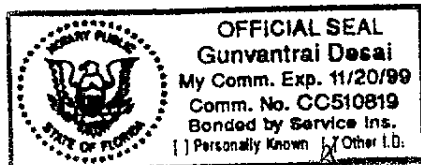
STATE OF FLORIDA  
COUNTY OF SEMINOLE

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the above-mentioned state and county to take acknowledgments, personally appeared **KAREN A. GREENE** and **CARLYLE N. HAWKYARD**, who are personally known to me or who produced FLORIDA DRIVER License G650-501-60-806-0 and  
H263-114-42-327-0  
as identification, and who are the persons described in and who executed the foregoing Articles of Incorporation and acknowledged before me that they executed the same.

WITNESS MY HAND AND OFFICIAL SEAL in Winter Park, Seminole County, Florida, this 30 day of OCTOBER, 1998.

(NOTARY SEAL)

  
Print Name GUNVANTRAI DESAI  
Notary Public, State of Florida  
My Commission Expires: 11-20-99



**CERTIFICATE OF DESIGNATION  
OF REGISTERED AGENT**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 NOV -2 PM 1:25

TO: DIVISION OF CORPORATIONS, STATE OF FLORIDA  
POST OFFICE BOX 6327  
TALLAHASSEE, FLORIDA 32314

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES,  
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE  
OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE  
REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA:

1. The name of the corporation is: **Market America 2000, Inc.**
2. The name and address of the registered agent and office is:

Registered Agent: Karen A. Greene

Registered Office: 4270 Aloma Avenue, Suite 12429-J  
Winter Park, Florida 32792

Having been named as registered agent and to accept service of  
process for the above stated corporation at the place designated in  
this certificate, I hereby accept the appointment as registered  
agent and agree to act in this capacity. I further agree to comply  
with the provisions of all statutes relating to the proper and  
complete performance of my duties, and I am familiar with and  
accept the obligations of my position as registered agent.

Karen A. Greene  
KAREN A. GREENE

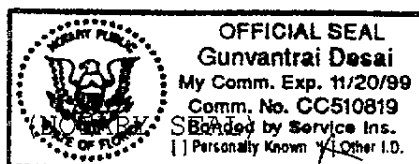
October 30, 1998  
DATE

STATE OF FLORIDA  
COUNTY OF SEMINOLE

I HEREBY CERTIFY that on this day before me, an officer duly  
authorized in the above-mentioned state and county to take  
acknowledgments, personally appeared **KAREN A. GREENE**, who is  
personally known to me or who produced Florida Driver's License

6650-501-60-806-0  
as identification, and who is the person described in and who  
executed the foregoing Certificate of Designation of Registered  
Agent and acknowledged before me that she executed the same.

WITNESS MY HAND AND OFFICIAL SEAL in Winter Park, Seminole  
County, Florida, this 30 day of OCTOBER, 1998.



Gunvantrai Desai  
Print Name GUNVANTRAI DESAI  
Notary Public, State of Florida  
My Commission Expires: 11-20-99