



PICKETT, FANELLI & MARSHALL  
A PROFESSIONAL ASSOCIATION

SUITE 201 VIA JARDIN  
330 CLEMATIS STREET  
WEST PALM BEACH, FLORIDA 33401

TELEPHONE (561) 655-7383  
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ATTORNEYS

DON PICKETT  
JUDETTE N. FANELLI  
SAMUEL T. MARSHALL, II

PARALEGALS

KAREN MOREE  
DAWN M. BAILEY  
DENNIS R. GREEN

P98000108421  
December 28, 1998

VIA FEDERAL EXPRESS

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32301

Re: Fanizzi, Inc. and  
Total Resource Marketing, Inc.

600002725046  
-12/29/98-01059-017  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Clerk:

Enclosed please find an original and one copy of Articles of Incorporation for the above named corporations. Please return a file-stamped copy of each to this office in the enclosed self-addressed, stamped envelope. Our checks numbered 1343 and 1344, each in the amount of \$78.75, for the filing fees are enclosed.

Thank you for your prompt attention to this matter. If you have any questions, please call.

Sincerely,

Dawn M. Bailey,  
Legal Assistant to Don Pickett

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-12/29/98-01059-017  
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enclosures  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**FANIZZI**, INC.

FILED

98 DEC 29 PM 2: 37

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, under the Laws of the State of Florida, hereby present these Articles for the formation of a corporation under the Laws of the State of Florida.

**ARTICLE I**

The name of this corporation is: **FANIZZI, INC.**

**ARTICLE II**

The general nature of the business to be transacted and carried on by this corporation and its objects and purposes are to do any and all things hereinafter set out or provided and to exercise all the powers now or hereafter conferred by the Laws of the State of Florida upon business corporations as fully and to the same extent as a natural person might or could in all parts of the world, namely:

1. To engage in the business of private party planning.
2. To engage in each and every aspect of real and personal property transactions and general business of a corporation.
3. To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express railroad,

canal, telegraph, telephone or cemetery company, a building and loan association, fraternal benefit society, state fair or exposition.

4. To conduct business, have one or more offices, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and counties.

5. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfer of corporation property, or other instruments to secure the payments of corporate indebtedness as required.

6. To purchase the corporate assets of any other corporation and engage in the same or other character of business.

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

8. To become guarantor or surety for any other person, firm or corporation for any purpose or transaction whatsoever.

9. To make gifts of its property or cash, either to charitable organizations or otherwise, when deemed in the interest of the company.

10. To adopt such pension, profit sharing, stock option, and deferred compensation plans for an officer, employee or director and to grant such stock options to officers,

employees, directors and others as the directors may deem to in the interest of the company.

11. To do all and everything necessary, suitable, or proper for the accomplishment of any purposes of objects either alone or in association with other corporations, firms, or individuals, to the same extent and as fully as a natural person might or could do as principal, agent, contractor or otherwise.

12. The foregoing shall be construed as both objects and powers. The enumeration of specific powers and purposes is not intended to restrict or limit in any way the purposes and powers of this corporation.

### **ARTICLE III**

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is One Thousand (1,000) at One Dollar (\$1.00) par value.

### **ARTICLE IV**

The amount of capital with which this corporation will commence business is One Thousand Dollars (\$1,000.00).

### **ARTICLE V**

The corporation shall have perpetual existence.

### **ARTICLE VI**

The street address of the principal office of this corporation in the State of Florida shall be: 4241 West Tradewinds, Lauderdale by the Sea, Broward County, Florida 33308; provided that the Board of Directors may from time to time move the said principal office to any other place in Florida.

### **ARTICLE VII**

The corporation shall have one (1) director initially; provided that the number of directors may

be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1).

#### ARTICLE VIII

The name and address of the subscribers of these Articles of Incorporation, the members of the first Board of Directors, and the officers of the corporation who shall hold office for the first year of the existence of the corporation, or until their successors are elected or appointed and have qualified, are as follows:

CHRISTINE FANIZZI, President and Secretary  
4241 West Tradewinds  
Lauderdale by the Sea, Florida 33308

1. The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, and any right conferred upon the stockholders is subject to this reservation.

2. The initial By-laws of this corporation shall be adopted by the Directors. The By-Laws may thereafter be amended from time to time by the directors at any regular meeting of said directors or any special meeting called for that purpose.

3. Ownership of stock shall not be required to render any person eligible to hold office either as an officer or director of this corporation.

4. The corporation, may, by By-Law provision, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as it may deem appropriate

5. Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at any

meeting to any defect or insufficiency of notice.

6. Any contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors of the corporation, which acts upon, or in reference to, such contract or transaction, and notwithstanding 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 transactions by a vote of a majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such a vote. This paragraph shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

7. The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.


IN WITNESS WHEREOF, I, the subscriber above named as the sole incorporator of FANIZZI ASSOCIATES, INC., hereunto set my hand and seal this 18<sup>th</sup> day of ~~November~~ DECEMBER, 1998.

Christine Fanizzi  
CHRISTINE FANIZZI

STATE OF FLORIDA )  
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared, CHRISTINE FANIZZI, to me known to be the person described in the foregoing Articles of Incorporation and who acknowledged to me that she executed said Articles of Incorporation as her free and voluntary act and deed for the use and purposes therein set forth and expressed.

SWORN TO and subscribed before me this 18 day of ~~November~~ December, 1998.

 Jason N. Perryman  
My Commission CC692095  
Expires October 27, 2001

(Seal)

Jason N. Perryman  
Notary Public - State of Florida  
at Large

My Commission Expires: 10-27-01

Jason N. Perryman  
Printed Name of Notary

Personally Known \_\_\_\_\_ or Produced Identification   
Type of Identification Produced 15 FL DL # F0537-17424-62614

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:

FIRST - That FANIZZI, 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 Lauderdale by the Sea, Broward County, State of Florida, has named CHRISTINE FANIZZI, located at: 4241 West Tradewinds, Lauderdale by the Sea, Florida 33308, as its agent to accept service of process within this state.

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 provisions of said Act relative to keeping open said office.

*Christine Fanizzi*

CHRISTINE FANIZZI

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98 DEC 29 PM 2:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA