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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Theme Marketing Concepts,  
Inc

300002763243--6

-02/03/99-01032-009

\*\*\*\*\*70.00 \*\*\*\*\*70.00

99 FEB -3 AM 10:15  
DIVISION OF CORPORATION

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

✓ Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

Cert. Copy

✓ Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

R. Purnell FEB 3 1999

FILED  
CLERK OF DISTRICT COURT  
99 FEB -3 AM 11:26

**ARTICLES OF INCORPORATION  
OF  
THEME MARKETING CONCEPTS, INC.**

**ARTICLE I**  
Name and Address

The name of this corporation is THEME MARKETING CONCEPTS, INC., whose place of business is located at 188 Devon Drive, Clearwater Beach, Pinellas County, Florida 33767.

**ARTICLE II**  
Duration

The term of existence of this corporation shall be perpetual.

**ARTICLE III**  
Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV**  
Capital Stock

This corporation is authorized to issue 10,000 shares at One and No/100 Dollars (\$1.00) par value common stock, which shall be designated "common shares." The consideration to be paid for each share shall be fixed by the Board of Directors. Common stock of this corporation may be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1986.

All voting powers of this corporation shall be vested in the common stock above designated.

**ARTICLE V**  
Preemptive Rights

Any shareholder, upon the sale, by the corporation, for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI**  
Initial Registered Office and Agent

The name of the initial Registered Agent of this corporation is ROBERT C. DICKINSON

III, and the address of the initial Registered Office of this corporation is 31640 U.S. 19 No., Suite 4, Palm Harbor, Florida 34684.

## ARTICLE VII

### Initial Board of Directors and Officers

This corporation shall have one (1) director(s) and/or officer(s) initially. The number of directors and/or officers may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial director and officer of this corporation is:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Hollie Anne Nabors	188 Devon Drive Clearwater Beach, FL 33767	President/Secretary/Director

## ARTICLE VIII

### Incorporator

The name and address of the person(s) signing these Articles is:

<u>Name</u>	<u>Address</u>
Hollie Anne Nabors	188 Devon Drive Clearwater Beach, FL 33767

## ARTICLE IX

### By-Laws

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

## ARTICLE X

### Shareholder Quorum and Voting

Fifty-one percent, (51%), of the issued shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

The initial shareholder of all issued and outstanding shares of **THEME MARKETING CONCEPTS, INC.** shall be Hollie Anne Nabors.

## ARTICLE XI

### Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, and, in addition to and not in limitation thereof, this corporation shall have the power to guarantee the performances of obligations of other persons, partnerships, corporations, or other entities.

## ARTICLE XII

### Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

## ARTICLE XIII

### Amendment

This corporation reserves the right, by a majority vote of shareholders, to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

## ARTICLE XIV

### Cumulative Voting

At each election for directors, every shareholder entitled to vote at such elections shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 2<sup>nd</sup> day of February, 1999.



Hollie Anne Nabors, President

Theme Marketing Concepts, Inc., Incorporator

STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgments in this State and County set forth above, personally appeared Hollie Anne Nabors, who represented himself to be the President of Theme Marketing Concepts, Inc., to be the person who executed the foregoing Articles

of Incorporation who is personally known to me or who has produced N/A  
as identification and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the  
State and County aforesaid, this 2nd day of February, 1999.



Robert C. Dickinson III  
My Commission CC708248  
Expires February 25, 2002

Robert C. Dickinson III  
Notary Signature

Notary Printed Name: Robert C. Dickinson III

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT  
ACKNOWLEDGMENT:

Having been named to accept services for process for Theme Marketing Concepts, Inc. at the place  
designated in this Certificate, I hereby accept and agree to act in said capacity and agree to comply with the  
provisions of the Florida Corporation Act relative to keeping open said office.

Robert C. Dickinson III  
ROBERT C. DICKINSON III

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