

PETER A. PEAK

ATTORNEY AT LAW

General Practice
Civil Litigation
Family Law

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Bradenton, Florida 34205
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PG90000036731

March 16, 1999

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

000002813270-12
-03/22/99-01088-007
*****122.50 *****78.75

Re: van ZANDT ASSOCIATES, INC.

TO WHOM IT MAY CONCERN:

Enclosed please find the original Articles of Incorporation for van ZANDT ASSOCIATES, INC. to be submitted for filing along with my office account check in the amount of \$122.50 to cover the cost of said filing.

Also enclosed is a copy of the Articles of Incorporation to be certified and returned to my office at the address listed above.

Please advise if additional information is needed.

Sincerely,

Peter A. Peak
Peter A. Peak

~~W99-1366~~
PAP:jh
Encl.

cc: van Zandt Associates, Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 APR 22 AM 11:09

FILED

Dmc
3/26/99

~~2544~~



MAR 31 1999

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 26, 1999

PETER A. PEAK, ESQUIRE
2002 MANATEE AVENUE WEST
BRADENTON, FL 34205

SUBJECT: VAN ZANDT ASSOCIATES, INC.
Ref. Number: W99000007366

We have received your document for VAN ZANDT ASSOCIATES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 499A00015425

FILED
99 APR 22 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

1. **NAME**: The name of this corporation is **van ZANDT MARKETING SERVICES INCORPORATED**.

2. **DURATION**: The period of its duration is perpetual.

3. **PURPOSE**: The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

4. **STOCK**: The corporation is authorized to issue SEVEN THOUSAND, FIVE HUNDRED, (7,500) shares of common stock, all of one (1) class, at ONE DOLLAR (\$1.00) par value.

5. **ADDRESS OF PRINCIPAL OFFICE**: The address of the principal office of the corporation is:

2816 Manatee Avenue West
Bradenton, Florida 34205

6. **INITIAL REGISTERED OFFICE AND AGENT**: The name and address of the initial registered agent and office of this corporation is as follows:

Peter A. Peak, Esquire
2002 Manatee Avenue West
Bradenton, Florida 34205

7. **INITIAL BOARD OF DIRECTORS**: This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the By-Laws of the corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial director of this corporation is:

NAME

John van Zandt

ADDRESS

2816 Manatee Avenue West
Bradenton, Florida 34205

8. **INCORPORATOR**: The name and address of the incorporator signing these Articles of Incorporation is:

NAME

John van Zandt

ADDRESS

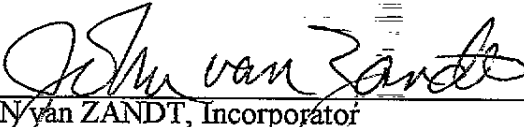
2816 Manatee Avenue West
Bradenton, Florida 34205

9. **AMENDMENT OF ARTICLES**: This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

10. **INDEMNIFICATION**: The corporation may be empowered to indemnify any officer or director or any former officer or director in the manner set out and provided for pursuant to the provisions of Section 607.041 of the Florida Statutes, as amended.

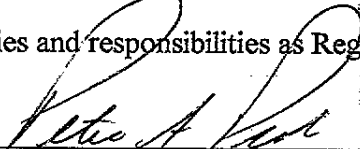
11. **PREEMPTIVE RIGHTS**: Each shareholder of this corporation shall have the first right to purchase shares, and securities convertible into shares, of any class, kind or series of stock in this corporation that may from time to time be issued whether or not presently authorized including the shares from the treasury of this corporation, in the ratio that the numbers of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15th day of April, 1999.


JOHN van ZANDT, Incorporator

ACCEPTANCE BY REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.

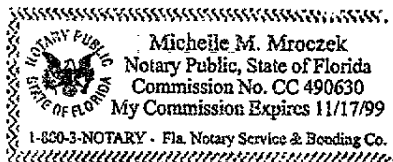

PETER A. PEAK, Registered Agent

STATE OF FLORIDA
COUNTY OF MANATEE

BEFORE ME personally appeared JOHN van ZANDT, personally known to me or who has produced Florida Driver's License #: V525-460-48-350-0 as identification and is described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 15th day of April, 1999.

MY COMMISSION EXPIRES: _____



Michelle M. Mroczek

Signed Name of Notary Public

MICHELLE M. MROCZEK

Typed Name of Notary Public

Commission No.: CC 490630

STATE OF FLORIDA
COUNTY OF MANATEE

BEFORE ME personally appeared PETER A. PEAK, personally known to me or who has produced Florida Driver's License #: N/A as identification and is described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 19 day of April, 1999.

MY COMMISSION EXPIRES: _____



Janet C. Hollins

Signed Name of Notary Public

JANET C. HOLLINS

Typed Name of Notary Public