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NEW FILINGS	AMENDMENTS	*Community		
Profit	Amendment			74 SE 99
NonProfit	Resignation of R.A., Officer/Di	rector		FILE 99 APR 26 SECRETAR TALLAHASS
Limited Liability	Change of Registered Agent			FIL 26
Domestication	Dissolution/Withdrawal			E P
Other	Merger		- •	F ST
OTHER FILINGS	REGISTRATION/			3: 48 STATE FLORIDA
Annual Report	Foreign	1		
Fictitious Name	Limited Partnership	1		=
Name Reservation	Reinstatement	1		
	Trademark	1		
	Other		T. SMTH	APR 291999
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ARTICLES OF INCORPORATION

FOR

MARKHALL & ASSOCIATES INC.

99 APR 26 PM 3: 48 SECRETARY OF STATE TALLAHASSEE, FLORI

THE NAME OF THE CORPORATION SHALL BE; MARKHALL & ASSOCIATES INC., THE DOTRESS 414 TURNER STREET CLEARWATERFL 33756 THE UNDERSIGNED INCORPORATOR, BEING A NATURAL PERSON, HEREBY FILES THESE ARTICLES OF INCORPORATION TO FORM A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLEI

- A. THE GENERAL NATURE OF THE BUSINESS TO BE TRANSACTED SHALL BE TO ENGAGE IN THE BUSINESS OF PURCHASING, ACQUIRING, OWNING, LEASING, SELLING, TRANSFERRING, ENCUMBERING, GENERALLY ENGAGED IN ANY LEGAL AND LAWFUL BUSINESS IN THE STATE OF FLORIDA WITHALL NEEDS AND SUPPLIES AND/OR ACCESSORIES USED IN CONNECTION THEREWITH; AND THE PURCHASING, ACQUIRING, OWNING, SELLING, AND GENERALLY DEALING IN ALL TYPES OF SUPPLIES USED IN CONNECTION WITHSUCH RELATED PROPERTY.
- B. TO PURCHASE, ACQUIRE, OWN, LEASE, SELL, TRANSFER, ENCUMBER, REPAIR, RENOVATE AND SERVICE ALL TYPES OF PROPERTY, REAL AND PERSONAL CONNECTED IN ANY MANNER WHATSOEVER WITHTHE OPERATION OF THIS BUSINESS.
- C. TO HAVE ONE OR MORE OFFICES, STORES, OR PLACES OF BUSINESS TO CONDUCT ITS BUSINESS AND PROMOTE ITS OBJECTS WITHINOR WITHOUTTHE STATE OF FLORIDA WITHOUT RESTRICTIONS AS TO PLACE OR AMOUNT.
- D. FOR ANY OTHER LAWFUL PURPOSE OF THE CORPORATION TO ENTER INTO, MAKE OR PERFORM CONTRACTS OF EVERYKIND WITHANY PERSON, FIRM, ASSOCIATION OR CORPORATION, MUNICIPALBODY, POLITIC, COUNTRY, TERRITORY, STATE OR GOVERNMENTAND WITHOUTLIMITATIONTO BORROW MONEYAND CONTRACT DEBTS WHEN NECESSARY IN THE TRANSACTION OF ITS BUSINESS FOR THE EXERCISE OF ITS CORPORATE RIGHTS, PRIVILEGES, OR FRANCHISES, OR FOR ANY OTHER LAWFUL PURPOSE OF ITS INCORPORATION; TO ISSUE BONDS, PROMISSORY NOTES, DRAFTS, BILLS OF EXCHANGE, DEBENTURES AND OTHER, OBLIGATIONS AND EVIDENCES OF INDEBTEDNESS, SECURED OR UNSECURED, PAYABLE AT SPECIFIED TIMEOR TIMESFOR ANY AND ALL OBJECTS AND PURPOSES OF THIS CORPORATION.
- E. TO DO ALL AND EVERYTHINGNECESSARY AND PROPER FOR THE ACCOMPLISHMENT OF ANY OF THE PURPOSES OR THE ATTAINING OF ANY OF THE OBJECTS OR THE FURTHERANCE OF ANY OF THE POWERS ENUMERATED IN THIS CERTIFICATE OF INCORPORATION OR ANY

AMENDMENT THEREOF, NECESSARY OR INCIDENTALTO THE PROTECTION AND BENEFIT OF THIS CORPORATION.

THE FOREGOING PARAGRAPHS SHALL BE CONSTRUED AS ENUMERATINGBOTH OBJECTS AND POWERS OF THIS CORPORATION; AND IT IS HEREBY EXPRESSLY PROVIDED THAT THE FOREGOING SHALL NOT BE HELD TO LIMITOR RESTRICT IN ANY MANNER THE POWERS OF THIS CORPORATION TO DO ALL OR ANYTHINGTHAT IS LAWFUL.

ARTICLEII

CAPITAL STOCK

THE MAXIMUMNUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO ISSUE AND TO HAVE OUTSTANDING AT ANY ONE TIMESHALL BE 7500 SHARES OF COMMONSTOCK HAVINGA PAR VALUE OF \$1.00.

ARTICLEIII

THIS CORPORATION IS TO EXIST PERPETUALLY.

ARTICLETY

ADDRESS

THE INITIALSTREET ADDRESS OF THE INITIALREGISTERED AGENT OFFICE OF THIS CORPORATION IN THE STATE OF FLORIDA IS: CLARENCE. E CENTER JR, 414 TURNER STREET CLEARWATER FL 33756.

THE NAME OF THE REGISTERED AGENT OF THIS CORPORATION AT SUCH ADDRESS IS : CLARENCE . E CENTER JR.

ARTICLEV

DIRECTORS

THIS CORPORATION SHALL HAVE ONE DIRECTOR, INITIALLY THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHEDFROM TIMETO TIME, BY BY-LAWS ADOPTED BY THE SHAREHOLDERS.

ARTICLEVI

INITIALDIRECTORS

THE NAME AND ADDRESS OF THE INITIALDIRECTOR IS: CLARENCE. E CENTER JR, 414 TURNER STREET CLEARWATER FL 33756.

<u>ARTICLE VII</u>

INCORPORATORS

THE INITIAL NAME AND ADDRESS OF EACH INITIALINCORPORATOR OF THESE ARTICLES OF INCORPORATION IS CLARENCE. E CENTER JR, 414 TURNER STREET CLEARWATER FL 33756.

ARTICLE VIII

AMENDMENT

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENTSHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED BY THEMTO THE STOCKHOLDERS, AND APPROVED AT A STOCKHOLDER'S MEETINGBY A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREON, UNLESS ALL THE DIRECTORS AND ALL THE STOCKHOLDERS SIGN A WRITTENSTATEMENT MANIFESTING THEIR INTENTION THAT A CERTAIN AMENDMENT OF THESE ARTICLES OF INCORPORATION BE MADE.

ARTICLEIX

THE EXISTINGSTOCKHOLDERS AT THE TIMEOF ANY ISSUANCE OF AUTHORIZEDSHARES OF STOCK SHALL HAVE, ON A PRO-RATA BASIS, A FIRST REFUSAL RIGHTTO ACQUIRE SAID SHARES BEING ISSUED. IF ANY STOCKHOLDER SHALL ELECT TO DISPOSE OF ANY SHARES OF STOCKS OWNED BY HIM, THE CORPORATION SHALL HAVE FIRST REFUSAL RIGHTTO ACQUIRE SAID SHARES BEING DISPOSED OF.

I HEREBY AM FAMILIARAND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR THIS CORPORATION.

CLARENCE . E CENTER JR INCORPORATOR AND REGISTERED AGENT

STATE OF FLORIDA) SS:

MY COMMISSION EXPIRES:

OFFICIAL NOTARY SEAL.
VIRGINIA J TREFZ
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC479899
MY COMMISSION EXP. AUG. 2,1999

9 APR 26 PM 3: 48 ECRETARY OF STATE LLAHASSEE, FLORIDA