

P99000052651

CAPITAL CONNECTION, INC.

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

Caloose Marketing, Inc

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-06/10/99-01006--025

*****78.75 *****78.75

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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 _____

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1999 JUN 10 PM 12:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R. Purinton JUN 10 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

CALOOSA MARKETING, INC.

ARTICLE I. CORPORATE NAME

The name of the corporation is **Caloosa Marketing, Inc.**

ARTICLE II. DURATION

The existence of the corporation shall commence with the filing of these Articles. The duration of the corporation is perpetual.

ARTICLE III. PURPOSE

The corporation may engage in any activity of business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK

The number of shares of capital stock authorized to be issued by the corporation will be one thousand (1,000) shares having a par value of one dollar (\$1.00) per share. Each of the said shares of stock will entitle the holder thereof to one (1) vote at any meeting of the stockholders.

ARTICLE V. INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent and office of the corporation shall be:

SARA E. CATLETT
5466 Governors Drive
Fort Myers, FL 33907

The initial street address of the principal office of the corporation in the State of Florida will be:

5466 Governors Drive
Fort Myers, Florida 33907

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The number of the Directors constituting the initial Board of Directors of the corporation is (1), and the names and addresses of the persons who are to serve as the initial directors are:

SARA E. CATLETT
5466 Governors Drive
Fort Myers, Florida 33907

ARTICLE VII. PRESIDENT, SECRETARY & TREASURER

The name and address of the president, secretary & treasurer is:

SARA E. CATLETT
5466 Governors Drive
Fort Myers, Florida 33907

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator is:

SARA E. CATLETT
5466 Governors Drive
Fort Myers, Florida 33907

Dated the 9th day of June, 1999.

ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend or repeal any provision of these Articles of Incorporation, or any amendment(s) hereto, and any right conferred upon the share holders is subject to this reservation.

ARTICLE X. PREEMPTIVE RIGHTS

Each shareholder of the 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 shares from the treasury of this corporation, in the ratio that the number of shares he/she holds at the time of issue bears 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 these 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.

ARTICLE XI. DIRECTOR CONFLICT OF INTEREST

A. No contract or other transaction between a corporation and one or more of its directors, or between a corporation, any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or

of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purposes:

1. If that the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the votes of such interested director or directors; or

2. If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, committee or shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

ARTICLE XII. INDEMINIFICATION

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 607.014 of the Florida Statutes, as amended.

IN WITNESS WHEREOF, the undersigned being the incorporator of this corporation has executed these Articles of Incorporation.



Sara E. Catlett
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of _____ Section 607.325 Florida Statutes.

S.E. Catlett

Sara E. Catlett
Registered Agent

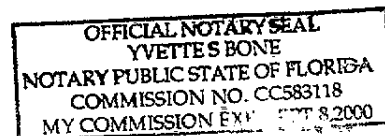
STATE OF FLORIDA)

COUNTY OF LEE)

Before me, the undersigned authority, personally appeared Sara E. Catlett, to me well known to be the person who executed the foregoing articles of incorporation and acknowledge before me, according to law, that he has made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS THEREOF, I have hereunto set my hand and seal this 9th
day of June, 1999.

Yvette S. Bone
Name: *Yvette S. Bone*
Notary Public, State of Florida
Commission # *CC583118*



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TALLAHASSEE, FLORIDA