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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-09/03/99--01092--001
*****87.50 *****87.50

SUBJECT: Fatherland marketing, inc.
(Proposed corporals name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check

RECEIVED

99 SEP -3 PM 2:00P

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

\$70.00
Filing Fee

\$78.75
Filing Fee

\$122.50
Filing Fee

\$131.25
Filing Fee,

& Certificate & Certified Copy

Certified Copy
& Certificate

87.50

FROM: Dr. Clarence E. Davis
Name (Printed or typed)

1801 Anastasia Way South
Address

St. Petersburg, FL 33705
City, State & Zip

(813) 867-5209
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 SEP -3 PM 2:15

APPROVED
AND
FILED

NOTE: Please provide the original and one copy of the articles.

ajc
09/13

ARTICLES OF INCORPORATION

OF

FATHERLAND MARKETING, INC.

WE, THE UNDERSIGNED SUBSCRIBERS TO THESE ARTICLES OF INCORPORATION, EACH A NATURAL PERSON COMPETENT TO CONTRACT, HEREBY ASSOCIATE THEMSELVES TOGETHER FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I.

NAME/PRINCIPLE OFFICE

The name of the corporation shall be FATHERLAND MARKETING, INC. The place in the State of Florida where the principle office of the corporation shall be 1801 Anastasia Way South, St. Petersburg, Florida 33712.

ARTICLE II.

PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business as authorized under the laws of the State of Florida or any other state, country or territory under which it may qualify to do business; and more particularly, it shall have any and all other powers incidental to the conducting of any and all lawful businesses.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

59 SEP -3 PM 2:15

APPROVED
AND
FILED

ARTICLE III.

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 shares of \$1.00 par value common stock.

ARTICLE IV.

STOCK CONSIDERATION

The consideration for the issuance of said shares of any part thereof shall be money current in the United States of America, or property or services of value at least equivalent to the stock issued as fixed and determined by the Board of Directors of said corporation. Whenever any share or shares are issued in consideration of payment to be made in property, or in services, the fair and just value of the property to be transferred, or the services performed, or rendered, or to be performed, or rendered, as a consideration for the issuance of stock shall be fixed by the Board of Directors of said corporation. Any and all shares of stock of this corporation shall be issued for the consideration fixed and determined as aforesaid, whether such consideration shall be cash, property or services shall be fully paid and non-assessable.

ARTICLE V.

INDEMNIFICATION

The corporation shall indemnify all directors and officers, whether or not then in office, who are or become a party, or are threatened to be made a party, to any threatened, pending or complete action, suit or proceedings, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was a director or officer, or is or was serving at the request of the corporation as an officer or director against expenses (including attorneys' fees, including hourly charges for paralegals and other staff members operating under the supervision of an attorney, whether at trial or appeal), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including any appeal thereof; provide, however, that there shall be no indemnification against gross negligence or willful misconduct.

ARTICLE VI.

DURATION

This corporation is to exist perpetually, commencing with the date of subscription and acknowledgment of these Articles of Incorporation so long as these Articles of Incorporation are filed with the Department of States, State of Florida, within ten (10) days, exclusive of legal holidays, after subscription and acknowledgment thereof, and are subsequently approved by the Department of State, State of Florida, and all filing fees and taxes have been paid. Otherwise the date of the corporations' existence shall begin when the Articles of Incorporation have been filed with the Department of State, State of Florida, and are approved by it, and all filing fees and taxes have been paid.

ARTICLE VII.

NUMBER AND NAMES OF DIRECTORS

The corporation shall have seven (7) director(s) initially. The number of directors may be increased from time to time by the By-Laws adopted by the stockholders.

Clarence E. Davis, Sr.
Ada B. Davis
Barbara Johnson
Francis S. Davis, Sr.
Prentiss A. Davis
Bennie Davis
Winston C. Davis, Sr.

ARTICLE VIII.

NAMED DIRECTOR

The names and post office addresses of the first Board of Directors for the corporation, subject to the provisions of the Articles of Incorporation, the By-Laws of this corporation, the laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, said director as follows:

NAME	ADDRESS
Dr. Clarence E. Davis, Sr., CEO, Pres.	1801 Anastasia Way So. St. Petersburg, FL 33712
Dr. Ada B. Davis, Secretary	1801 Anastasia Way So. St. Petersburg, FL 33712
Barbara Johnson	108 Union Street Tampa, FL 33605
Prentiss A. Davis	108 Union Street Tampa, FL 33605
Francis S. Davis	108 Union Street Tampa, FL 33605
Bennie Davis	1801 Anastasia Way So. St. Petersburg, FL 33712
Winston C. Davis	108 Union Street Tampa, FL 33605

Meetings of the Director and the stockholders of the corporation may be held in or without the State of Florida.

ARTICLE IX.

REGISTERED AGENT

The name of street address of the initial registered agent of the corporation in the State of Florida, Dr. Clarence E. Davis, Sr. Whose address is 1801 Anastasia Way So., St. Petersburg, FL 33712, who shall acknowledge acceptance of said position by Affidavit. The Board of Directors may from time to time, appoint a substitute registered agent and move the registered office or the principal office, or both, to any other address in the state of Florida.

ARTICLE X.

EXERCISE OF CORPORATE POWERS

All corporate powers shall be exercised by or under the authority of and the business and affairs of this corporation shall be managed under the director of the Board of Directors of the corporation.

ARTICLE XI

INCORPORATOR(S)

The subscribers of these Articles of Incorporation and addresses are as follows:

Name	Address
Clarence E. Davis, Sr.	1801 Anastasia Way So., St. Petersburg, FL 33712

ARTICLE XII

BY LAWS

The original By-Laws of this corporation shall be made, prepared and adopted by the Board of Directors of the corporation by a majority vote thereof, thereafter said By-Laws may be amended by the Board of Directors by agreement of Director(s) at any regular meeting of said Board, or at any special meeting called for such purpose as all Director(s) present.

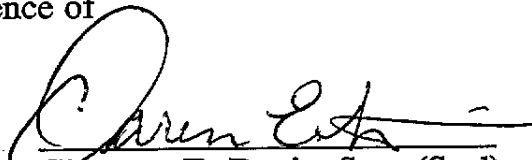
ARTICLE XIII.

THE ARTICLES OF INCORPORATION may be amended in any manner as provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting unless all the directors and all the stockholders sign a written statement attesting their intention that a certain amendment of the Articles of Incorporation be made.

IN WITNESS WHEREOF, we, the undersigned, have hereunto subscribed our hands and affixed our seals to the Articles of Incorporation on this 11th day of August 1999.

Signed, Sealed and Delivered in the presence of

Witness


Clarence E. Davis, Sr. (Seal)

STATE OF FLORIDA)
) SS
COUNTRY OF PINELLAS)

Before me the undersigned authority, personally appeared CLARENCE E. DAVIS, SR., who being first duly sworn under oath, deposes and says that he is the individual in and who executed the foregoing Articles of Incorporation, for the purposes therein stated.

Printed Name: _____
Notary Public
My commission Expires: _____
Serial Number: _____

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.901, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

First - That FatherLand Marketing, Inc., desiring to organize or
qualify under the laws of the State of Florida, with its principal place of
business in St. Petersburg, Florida, County of Pinellas, State of Florida,
has named Clarence E. Davis, Sr., located at 1801 Anastasia Way So., St.
Petersburg, Florida 33712, as its agent to accept service of process within
Florida


CLARENCE E. DAVIS, SR.

APPROVED
AND
FILED
99 SEP -3 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA