

TRANSMITTAL LETTER

PP9000082065

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

500002984695--8  
-09/13/99--01044--009  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

SUBJECT: DT Marketing, Corp.  
(Proposed corporate name - must include suffix)

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

\$70.00 Filing Fee  
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy  
 \$87.50 Filing Fee, Certified Copy & Certificate of Status  
**ADDITIONAL COPY REQUIRED**

FROM: Paul Rodgers  
Name (Printed or typed)  
1805 NW 97 Ave.  
Address  
Miami, FL. 33172  
City, State & Zip  
305-591-7451  
Daytime Telephone number

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 SEP 13 PM 4: 47

FILED

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

TS 9/14/99

**ARTICLES OF INCORPORATION**

**-OF-**

**DT MARKETING, CORP.**

**ARTICLE I**

The name of this corporation is: **DT MARKETING, CORP.**

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TALLAHASSEE, FLORIDA

**ARTICLE II**

1. All lawful purposes.
2. To purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, deal in and with, goods, wares, merchandise, real and personal property, and service, of every class, kind and description except that it is not to conduct a banking, safe deposit, trust, insurance surety, express, railroad, canal telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, CO-operative association, fraternal benefit society, state fair or exposition.....
3. To conduct business in, have one or more offices in and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries.
4. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages transfer or corporate property, or other instruments to secure the payment of corporate indebtedness as required.
5. To purchase the corporate assets of any other corporation and engage in the same or other character of business
6. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the share of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owners of such stock to exercise all the rights, power and privileges of ownership, including the right to vote such stock.
7. To engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III**

The initial street address of the principle office of this corporation in the State of Florida is:  
1805 NW 97 Avenue  
Miami, Fl. 33172

The Board of Directors may from time to time move the principle office to any other address in Florida, The United States of America, and foreign countries as may from time to time be authorized by the Board of Directors.

#### ARTICLE IV

The maximum number of share of stock that this corporation is authorized to have outstanding at any one time is 1500 Shares of common stock, each having no par value.

The consideration to be paid for each share shall be fixed by the Board of Directors and any and all shares so issued, the full consideration for which has been paid or delivered, shall be deemed fully paid stock, and not liable for any further call or assessment thereon, and the holders of such shares shall not be liable for any further payments thereon.

The capital stock may be paid for in property, labor or services at a just valuation to be fixed by the incorporates or the directors.

The stock shall be issued from time to time as may be determined by the Board of Directors.

Upon dissolution as their holdings may appear upon the stock record of the corporation.

#### ARTICLE V

The name and Florida street address of the initial registered agent is:

Paul R. Rodgers  
1805 NW 97 Avenue  
Miami, FL. 33172

#### ARTICLE VI

The names and street addresses of each subscriber to these articles of incorporation and the number of shares of stocks which each agrees to take are as follows.

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>
Paul R. Rodgers	2689 NW 49 Street Boca Raton, Florida 33424	500
Eric Bergelson	135 Interstate Blvd. Suite 6B Greenville, SC 29615	500
Paul Mills	2516 NW 44 Court Boca Raton, Florida 33434	500

## ARTICLE VII

The names and street addresses of the members of the first Board of Directors and officers, who shall hold office for the first year of existence of this corporation, or until their successors are elected and have qualified are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Paul R. Rodgers	2689 NW 49 Street Boca Raton, Florida 33434	President (REGISTERED AGENT)
Paul Mills	2516 NW 144 Court Boca Raton, Florida 33434	Secretary
Eric Bergelson	135 Interstate Blvd. Suite 6B Greenville, SC 29615	Treasurer

## ARTICLE VIII

This Article of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholder's meeting by a majority of the stock entitled to vote thereon.

## ARTICLE IX

The stockholders of this corporation may enter into agreement between themselves respecting their respective rights and duties with reference to the shares of stock of this corporation, and such agreements may include any limitation upon the transferability or assignment of the stock and the conferring of pre-emptive rights of purchase upon the stockholders as condition precedent to the sale of other stock, and such agreement shall be valid and this corporation may join as party thereto.

## ARTICLE X

This corporation may, by action taken at any meeting of its Board of Directors, sell, lease, or exchange all of its property and assets, including its good will, its corporate franchises or any property or assets essential to its corporate business, upon such terms and conditions as it Board of Directors deems meet and expedient, and as authorized by an affirmative vote of stockholders of records holding stock in the corporation entitling them to exercise a majority of the voting

power outstanding , provided however, that no vote or consent of stockholders shall be necessary for a transfer of assets by way of a mortgage, trust, or pledge to secure the indebtedness of the corporation.

IN WITNESS whereof the undersigned subscriber has hereunto set their hand and seal.

Paul R. Rodgers SEAL  
Paul R. Rodgers President

Paul Mills SEAL  
Paul Mills Secretary

9-10-99  
Date

9-10-99  
Date

Eric Bergelson SEAL  
Eric Bergelson Treasurer

9-10-99  
Date

" I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation."

Paul R. Rodgers  
Paul R Rodgers (Registered Agent)

STATE OF FLORIDA )  
COUNTY OF DADE ) SS

I HEREBY CERTIFY that on this day personally appeared

**PAUL R. RODGERS, ERIC BERGELSON AND PAUL MILLS**  
To me well known to be the person who executed the foregoing Articles of Incorporation, and who acknowledge before me that they executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the County and State above name this 10 day of September 1999.

Mirtha Guzman  
NOTARY PUBLIC, State of Florida

My Commission Expires:



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99 SEP 13 PM 4: 07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA