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JOHN J. MURPHY III  
MEMBER FLORIDA AND NEW YORK BARS

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March 5, 1999

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

RE: NATIONAL CARD PROMOTIONS, INC.  
OUR FILE NO. 99-028JM

100002797601--7  
-03/08/99--01096--019  
\*\*\*\*122.50 \*\*\*\*\*78.75

Dear Gentlemen:

Enclosed herein please find certificate of incorporation for NATIONAL CARD PROMOTIONS, INC., along with our trust account check in the amount of \$122.50 to cover the filing fee. Please furnish the undersigned with a certified copy of same. I have enclosed a self-addressed, stamped envelope for your convenience.

Thank you for your assistance.

Very truly yours,

JOHN J. MURPHY III, P.A.

JOHN J. MURPHY III, ESQ.  
JJM/sca  
Enclosures  
cc: Douglas G. Williams

FILED  
99 MAR -8 AM 9:36  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

MAR 15 1999  
MAR 12 1999

***CERTIFICATE OF INCORPORATION***  
***OF***  
***NATIONAL CARD PROMOTIONS, INC.***

**FILED**  
99 MAR -8 AM 9:36  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

I, **THE UNDERSIGNED**, hereby associate myself together with the purpose of forming a corporation under the Laws of the **State of Florida**, by and under the provisions of the **Statutes of the State of Florida** providing for the formation, liabilities, rights, privileges, and immunities of a corporation for profit.

**ARTICLE I.**

The name of this Corporation shall be **NATIONAL CARD PROMOTIONS, INC.**

**ARTICLE II.**

The general nature of the business to be transacted by this corporation shall be:

1. To carry out and conduct a general agency business, to act, and to appoint others to act, as general agent, special agent, broker, factor, manufacturers' agent, purchasing agent, sales agent, distributing agent, representative and commission merchant, for individuals, firms, associations, and corporations in the distribution, delivery, purchase, and sale of goods, wares, merchandise, property, commodities, and articles of commerce of every kind and description, and in selling, promoting the sale of, advertising, and introducing, and contracting for the sale,

introduction, advertisement, and use of services of all kinds, relating to any and all kinds of businesses, for any and all purposes.

2. To acquire by purchase, lease, or otherwise, lands and interest in lands, and to own, hold, improve, develop, and manage any real estate as acquired, and to erect, or cause to be erected, on any lands owned, held, or occupied by the corporation, buildings or other structures, with their appurtenances, and to manage, operate lease, rebuild, enlarge, alter, or improve any buildings or other structures, now or hereafter erected on any lands so owned, held, or occupied, and to encumber or dispose of any lands or interests in lands, and any buildings or other structures, at any time owned or held by the corporation.

To acquire, by purchase, lease, manufacture, or otherwise, any personal property deemed necessary or useful in the equipment, furnishings, improvement, development, or management of any property, real or personal, at any time owned, held, or occupied by the corporation and to invest, trade, and deal in any personal property deemed beneficial to the corporation, and to encumber or dispose of any personal property at any time owned or held by the corporation.

3. To grant to other persons, firms, or corporations the rights, privileges, concessions, or franchise to carry on any kind of business or enterprise of the corporation under such terms as the corporation may deem expedient and proper.

4. To become party to any lawful agreement with any person, firm, or company; to do all and everything necessary, suitable, convenient, or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects herein enumerated, or incidental to the powers herein named, which shall at any time appear conducive and expedient for the protection or

benefit of the corporation, either as holders of or interest in any property or otherwise, with all the powers now or hereafter conferred by the Laws of the **State of Florida** upon corporations.

5. The business of the corporation is from time to time to do one or more or all of the acts and things set out above, and it shall have the right to conduct its business in all its branches in or outside the **State of Florida**, or in any State, Territory, or dependency of the **United States**, or in foreign countries, it being the intention that each of the objects, purposes, and powers specified in all of the provisions of the statement of purposes shall be regarded as independent objects, purposes and powers, and to be in no manner nor to any extent limited or restricted by inference or reference by or from the terms of any clause of this statement or any other paragraph of this charter or certificate.

### **ARTICLE III.**

The authorized capital stock of this corporation shall be **one hundred (100)** shares of common stock at no par value.

The common stock shall be payable in cash, property, or services, at a just valuation to be fixed by the Board of Directors at a regular or special meeting called for that purpose. Property, labor, services may be purchased and paid for with the common stock of the corporation at a just value to be fixed by the Board of Directors.

### **ARTICLE IV.**

#### **AMOUNT OF CAPITAL TO BEGIN BUSINESS**

The amount of capital to begin the business herein and operate same shall be a total of **FIVE HUNDRED AND NO/100 (\$500.00) DOLLARS.**

**ARTICLE V.**  
**PRINCIPAL OFFICE**

The principal office of the corporation shall be located at **3389 Sheridan Street, No. 131, Hollywood, Florida 33021**, with the privilege of operating any branch office any place in any state, territory or foreign country, as the corporation deems advisable.

**ARTICLE VI.**  
**CORPORATION EXISTENCE**

The corporation shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE VII.**  
**NUMBER OF DIRECTORS**

The number of directors shall be not less than **one (1)** nor more than **three (3)**, but the By-Laws may provide for such increase or decrease in number thereof as is authorized by law.

**ARTICLE VIII.**  
**DIRECTORS**

The name and address of the first **Board of Directors** of this corporation are:

**STEPHANIE SEGARRA**  
**President**

**3389 Sheridan Street, No. 131**  
**Hollywood, Florida**  
**33021**

**DOUGLAS G. WILLIAMS**  
**Secretary/Treasurer**

**3389 Sheridan Street, No. 131**  
**Hollywood, Florida**  
**33021**

**ARTICLE IX.  
NAMES AND ADDRESSES OF SUBSCRIBERS**

The name and post office address of each subscriber and the number of shares of stock which each agrees to take are:

**STEPHANIE SEGARRA**  
President

3389 Sheridan Street, No. 131  
Hollywood, Florida  
33021

50 Shares

**DOUGLAS G. WILLIAMS**  
Secretary/Treasurer

3389 Sheridan Street, No. 131  
Hollywood, Florida  
33021

50 Shares

**ARTICLE X.  
REGISTERED AGENT**

**DOUGLAS G. WILLIAMS** is hereby named as the original Registered Agent of this corporation, upon whom service of process may be held in accordance with the laws of the State of Florida, and the street address of the initial Registered Agent's office is: 3389 Sheridan Street, No. 131, Hollywood, Florida 33021.

IN WITNESS WHEREOF, we have hereunto set our hands and seals and acknowledge and filed in the office of the Secretary of State of Florida the foregoing certificate of incorporation this 4th day of March, 1999.

**WITNESSES:**

Witness \_\_\_\_\_

Witness \_\_\_\_\_

  
**STEPHANIE SEGARRA**

  
**DOUGLAS G. WILLIAMS**

**STATE OF FLORIDA**  
**COUNTY OF BROWARD**

I HEREBY CERTIFY that on this day, personally appeared before me, the undersigned authority, **STEPHAN SEGARRA**, personally known to me or has produced D.L. as identification, and she acknowledged before me that she executed the foregoing certificate of incorporation for the purposes therein expressed.

WITNESS my hand and seal in the County and State aforesaid this 4th day of **March**, 1999.



John W. Dethlefs, Jr.  
 Notary Public, State of Florida  
 Commission No. CC 593325  
 My Commission Exp. 11/6/2000  
 Bonded Through Fla. Notary Service & Bonding Co.

*John W. Dethlefs, Jr.*  
 NOTARY PUBLIC

**STATE OF FLORIDA**  
**COUNTY OF BROWARD**

I HEREBY CERTIFY that on this day, personally appeared before me, the undersigned authority, **DOUGLAS G. WILLIAMS**, personally known to me or has produced D.L. as identification, and he acknowledged before me that he executed the foregoing certificate of incorporation for the purposes therein expressed.

WITNESS my hand and seal in the County and State aforesaid this 4th day of **March**, 1999.



John W. Dethlefs, Jr.  
 Notary Public, State of Florida  
 Commission No. CC 593325  
 My Commission Exp. 11/6/2000  
 Bonded Through Fla. Notary Service & Bonding Co.

*John W. Dethlefs, Jr.*  
 NOTARY PUBLIC

**CERTIFICATE OF REGISTERED AGENT**

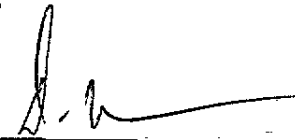
In compliance with Chapter 48.091, Fla. Stats., the following is submitted:

**NATIONAL CARD PROMOTIONS, INC.**, a corporation desiring to organize under the laws of the State of Florida, has named **DOUGLAS G. WILLIAMS** as its initial **Registered Agent**, and the initial street address of the initial registered office of said agent is:

**3389 Sheridan Street, No. 131, Hollywood, Florida 33021**

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-named corporation at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.



**DOUGLAS G. WILLIAMS**

**FILED**  
99 MAR -8 AM 9:36  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA