

PA7000038473

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

RE: EDA Marketing, Inc.

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
 97 APR 30 AM 10:55
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

K.R. APR 30 1997

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	4 30 97	_____	_____
TIME	955	_____	CK No. _____
BY	CJB	_____	_____

WALK-IN
 Will Pick Up _____

	C.C. FEE.	DISBURSED
Capital Express™	_____	_____
<input checked="" type="checkbox"/> Art. of Inc. File	_____	_____
Corp. Record Search	_____	_____
Ltd. Partnership File	_____	_____
Foreign Corp. File	_____	_____
<input checked="" type="checkbox"/> Cert. Copy(s)	_____	_____
Art. of Amend. File	_____	_____
Dissolution/Withdrawal	_____	_____
C U S-	_____	_____
Fictitious Name File	_____	_____
Name Resurrection	_____	_____
Annual Report/Reinstatement	_____	_____
Reg. Agent Service	_____	_____
Document Filing	_____	_____
Corporate Kit	_____	_____
Vehicle Search	_____	_____
Driving Record	_____	_____
Document Retrieval	_____	_____
UCC 1 or 3 File	_____	_____
UCC 11 Search	_____	_____
UCC 11 Retrieval	_____	_____
File No.'s, Copies	_____	_____
Courier Service	_____	_____
Shipping/Handling	_____	_____
Phone ()	_____	_____
Top Priority	_____	_____
Express Mail Prep.	_____	_____
FAX () pgs.	_____	_____

SUBTOTALS

FEE.....	_____
DISBURSED.....	_____
SURCHARGE.....	_____
TAX on corporate supplies.....	_____
SUBTOTAL.....	_____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
	\$ _____

RECEIVED
 97 APR 30 AM 10:09
 DIVISION OF CORPORATION

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
EDA MARKETING, INC.

FILED
97 APR 30 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I. NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this corporation is **EDA MARKETING, INC.** The principal address of this corporation is 2909 Aston Avenue, Plant City, Hillsborough County, Florida 33567 and the mailing address is the same.

ARTICLE II. PERMITTED BUSINESSES AND ACTIVITIES

The general nature of the business to be transacted by this corporation is to engage in every aspect and phase of the business of distributing products manufactured by others and to engage in every aspect and phase of any related business.

This corporation may engage in every phase of any and all activities or businesses permitted by the laws of the United States and the State of Florida or any other state, territory, district or possession of the United States and all such activities or businesses as may be permitted in any foreign country. Without limiting the generality of the foregoing, the corporation shall have power to:

(a) Conduct business, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, and buy, hold, mortgage, sell, convey

or otherwise dispose of franchises in this state and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia and in foreign countries.

(b) Purchase the corporate assets of any other corporation and engage in the same character of business.

(c) Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses or other rights or interests thereunder or therein.

(d) Take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

(e) Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of this state or any other state or government and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(f) Purchase, hold, sell and transfer shares of its own capital stock from the surplus of its assets over its liabilities, including capital. Shares of its own capital stock, owned by this corporation, shall not be voted directly or indirectly or counted as outstanding for the purpose of any shareholders' quorum or vote.

(g) Contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property or other instruments, to secure the payment of corporate indebtedness as required.

(h) Make gifts for educational, scientific or charitable purposes.

(i) Indemnify any person made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding against liability for their good faith acts and omissions to the extent provided by law.

(j) Purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of subsection (i) of hereof.

(k) Enter into general partnership, limited partnerships (whether the corporation be a limited or general partner), joint ventures, syndicates, pools, associations and other arrangements for carrying on one or more of the purposes set forth in this certificate of incorporation, jointly or in common with others, so long as the participating corporation, person or association would have power to do so alone.

The foregoing clauses are both purposes and powers, and the foregoing enumeration of specific powers does not limit or restrict in any manner the powers of the corporation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock, having a par value of \$10.00 per share. The consideration to be paid for each share shall be as fixed by the Board of Directors and

may take the form of services rendered, cash, property or any other form with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV. TERM OF EXISTENCE

The corporation is to exist perpetually, beginning with the filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation in the State of Florida is 2909 Aston Avenue, Plant City, Florida, and the name of the corporation's initial registered agent at that address is **EDWIN DIERCKS**. The Board of Directors may from time to time move the registered office to any other address in Florida.

ARTICLE VI. DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time, as provided in the bylaws.

ARTICLE VII. DIRECTORS' POWERS

The Board of Directors shall have the power to fix or change salaries of the directors as directors and as officers, to permit contracts or other transactions between the corporation and one or more of its directors individually or businesses in which one or more of its directors are

interested, and to exercise such other powers of the corporation as are not inconsistent with these Articles or with any bylaws that may be adopted by the shareholders.

Without limiting the generality of the foregoing, no contract or other transaction between this corporation and one or more of its directors, or between this corporation and any other firm of which one or more of its directors are members or employees, or in which they are interested, or between this corporation and any corporation, association or other enterprise of which one or more of its directors are shareholders, members, directors, officers or employees or in which they are interested, shall be deemed to be invalid because of the presence of such director or directors at the meeting of the Board of Directors of this corporation, which acts upon, or in reference to, such contract or transaction, or because of his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the directors (such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote). This paragraph shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common or statutory law applicable thereto.

ARTICLE VIII. ORIGINAL DIRECTORS

The name and street address of each member of the first Board of Directors is:

<u>Name</u>	<u>Address</u>
Edwin Diercks	2909 Aston Avenue, Plant City, Florida 33567
Mark Adams	363 Barcelona Drive, Bradenton, Florida 34210

Members of the first Board of Directors shall serve until their successors are elected or appointed and have qualified.

ARTICLE IX. INCORPORATORS

The name and street address of the incorporators to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Edwin Diercks	2909 Aston Avenue, Plant City, Florida 33567
Mark Adams	363 Barcelona Dr., Bradenton, Florida 34210

The incorporators of these Articles of Incorporation hereby assign to this corporation any and all of their rights to constitute a corporation.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law; and all rights conferred on shareholders herein are granted and subject to this reservation. These Articles may be amended prior to the issuance of the stock of this corporation by the unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon or in such other manner as may be provided by law.

ARTICLE XI. ACTION OF SHAREHOLDERS WITHOUT MEETING

No action of the shareholders may be taken without a meeting unless a consent in writing, setting forth the action so taken, shall be signed by all of the shareholders of the corporation and filed with the secretary of the corporation as part of the corporate records. It is not necessary that all shareholders sign the same document.

Edwin Diercks
EDWIN DIERCKS, Incorporator

STATE OF ~~FLORIDA~~ *North Carolina*
COUNTY OF ~~POEK~~ *Durham*

I hereby certify that on this day, before me, a notary public duly authorized in the state and county named above to take acknowledgments, personally appeared **EDWIN DIERCKS** who having produced a current Florida driver's license as identification, to me known to be the person described as incorporator in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above, this 21st day of April, 1997.

Carrie Wilson
Notary Public
Commission No.: _____
My Commission Expires: 01.26.98

Mark Adams
MARK ADAMS, Incorporator

STATE OF North Carolina
COUNTY OF Durham

I hereby certify that on this day, before me, a notary public duly authorized in the state and county named above to take acknowledgments, personally appeared **MARK ADAMS** who having produced a current Palatine, IL as identification, to me known to be the person described as incorporator in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above, this 21st day of April, 1997.

James D. Sum
Notary Public
Commission No.: _____
My Commission Expires: 04.26.98

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED
OF
EDA MARKETING, INC.**

FILED
97 APR 30 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:


That **EDA MARKETING, INC.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Plant City, County of Hillsborough, State of Florida, has named **EDWIN DIERCKS**, located at 2909 Aston Avenue, Plant City, Hillsborough County, Florida, as its agent to accept service of process within this state.



EDWIN DIERCKS, Incorporator

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said act relative to keeping open said office. I am familiar with and accept the obligations of Florida Statutes, §607.325.



EDWIN DIERCKS, Registered Agent