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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
TOTAL MARKETING CONCEPTS, INC.**

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is: **Total Marketing Concepts, Inc.** The address of the principal corporate office is: **8594 SW 115 CT., Miami, Florida 33173**, with a mailing address of **1021 Carlton Arms Drive, Lakeland, Florida 33811**. The address of the Registered Agent is **1021 Carlton Arms Drive, Lakeland, Florida 33811**.

ARTICLE II. PERMITTED BUSINESS 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 Marketing and Sales, and 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 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, or otherwise dispose of real and personal property, and buy, hold, mortgage, sell, convey or otherwise dispose of franchise 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 right, 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 or indebtedness, and execute such mortgages, transfers or corporate property or other instruments, to secure the payment of corporate indebtedness as required.

(h) Make gifts for education, 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 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) 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 corporation, 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 10,000 shares of common stock, having a par value of \$ 1.00 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 of value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV. TERM OF INSURANCE

This corporation is to exist perpetually, beginning April 15, 2000.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation in the State of Florida is: 1021 Carlton Arms Drive, Lakeland, Florida 33811 and the name of the corporation's initial registered agent at that address is Thomas Fomon. The Board of Directors may from time to time move the registered office to any other address in Florida. Thomas Fomon, by his signature attached hereto, does hereby acknowledge that he is familiar with and accepts the duties and responsibilities as registered agent for said corporation.

ARTICLE VI. DIRECTORS

This corporation shall have one (1) director 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 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 consistent 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 other 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 or the Board of Directors of this corporation, which acts upon, or in reference to, such contract or transactions, 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 a 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 the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
Terry Fomon	8594 SW 115th Court Miami, Florida 33173

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

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Thomas Fomon	1021 Carlton Arms Drive Lakeland, Florida 33811

The incorporator of these Articles of Incorporation hereby assigns to this corporation any and all of his rights to constitute a corporation.

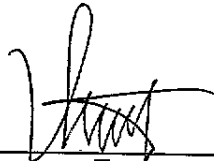
ARTICLE X. AMENDMENTS

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 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.


Thomas Fomon, Incorporated

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

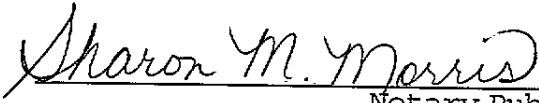
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STATE OF FLORIDA
COUNTY OF POLK

I hereby certify that on this day, before me, a notary public duly authorized in the state and county named above to take acknowledgements, personally appeared Thomas Fomon to me known to be the person described as incorporator in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above, this 15 day of April, 2000.

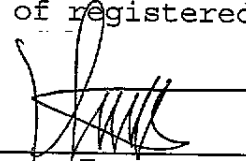
SHARON M. MORRIS
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # CC915368
EXPIRES 4/11/2004
BONDED THRU ASA 1-888-NOTARY1



, Notary Public

REGISTERED AGENT

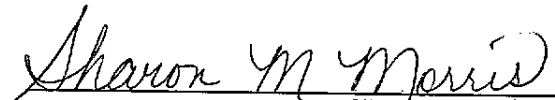
I, Thomas Fomon, do hereby state that I am familiar with the duties and responsibilities of the registered agent, and do hereby accept the duties and responsibilities of registered agent of this corporation.



Thomas Fomon

Sworn to and subscribed before me this 15th day of April, 2000.

SHARON M. MORRIS
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # CC915368
EXPIRES 4/11/2004
BONDED THRU ASA 1-888-NOTARY1



, Notary Public