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JAY B. VERONA
JUANITA S. SHEPHERD

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January 22, 2001

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

700003567757--7
-01/23/01--01065--006
*****78.75 *****78.75

Re: A & H MARKETING, INC.

Dear Sir or Madam:

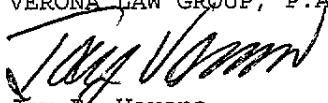
Enclosed please find an original and one (1) copy of Articles of Incorporation for the above-named corporation. Please file and return a certified copy thereof to this office.

Also enclosed is our check in the amount of \$78.75 to cover the following costs:

Articles Filing Fee	\$	70.00
Certified Copy		8.75
TOTAL	\$	78.75

Thank you for your assistance in this matter. Should you require any additional documents or fees, please advise this office.

Sincerely,
VERONA LAW GROUP, P.A.



Jay B. Verona
JBV:sb
Enclosures

FILED
01 JAN 23 PM 3:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch JAN 24 2001

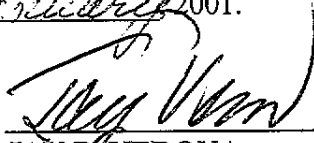
10. **INDEMNIFICATION:** The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

11. **INFORMAL ACTION OF DIRECTORS:** If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

12. **AMENDMENT OF ARTICLES:** This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

13. **PREEMPTIVE RIGHTS:** This corporation elects to have preemptive rights. These preemptive rights shall encompass the issuance of unissued or treasury shares.

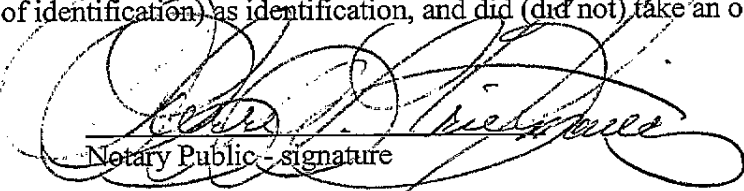
IN WITNESS WHEREOF the undersigned Incorporator has executed these Articles of Incorporation this 22 day of January 2001.



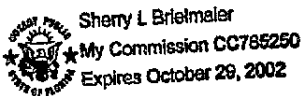
JAY B. VERONA
Incorporator

**STATE OF FLORIDA
COUNTY OF PINELLAS**

The foregoing Articles of Incorporation were acknowledged before me this 22 day of January 2001 by **JAY B. VERONA**. He is personally known to me or has produced (type of identification) as identification, and did (did not) take an oath.



Notary Public - signature



Notary's name - type or print

Commission/Serial Number

My Commission Expires:

CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as Registered Agent for **A & H MARKETING, INC.** at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation of Registered Agent.

The undersigned hereby further states that it is familiar with, and accepts, the obligations provided for in Section 607.0501, Florida Statutes.

VERONA LAW GROUP, P.A.

By: *Jay Verona*
Jay B. Verona
As: President

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 22 day of January, 2001 by Jay B. Verona, as President of **VERONA LAW GROUP, P.A.**, a Florida corporation, on behalf of the corporation. He is personally known to me or has produced (type of identification) as identification, and did (did not) take an oath.

Sherry L. Brielmaier
Notary Public - signature

Notary's name - type or print

Commission/Serial Number

My Commission Expires:

