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Joseph M. Scheyd, Jr. P.A.

ATTORNEY AT LAW
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DESTIN, FLORIDA 32541
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FAX: (850) 837-3317

March 6, 2001

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*****70.00 *****70.00

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

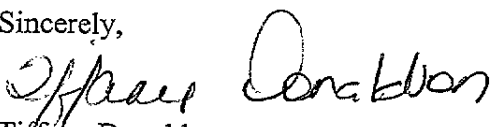
RE: Articles of Incorporation for ACC Marketing, Inc.

Dear Sir or Madam:

Enclosed please find the original Articles of Incorporation, including Certificate of Designation of Registered Agent/Registered Office for the above-referenced corporation. Also enclosed is a check in the amount of \$70.00 to cover the filing fee.

Thank you for your assistance in this matter. If you have any questions or need additional information, please give me a call.

Sincerely,


Tiffany Donaldson
Legal Assistant for
Joseph M. Scheyd, Jr.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

/tjd

Enclosures

E. CHESTER MAR 1 4 2000 ✓

ARTICLES OF INCORPORATION

OF

ACC MARKETING, INC.

ARTICLE I - NAME

The name of this corporation is ACC Marketing, Inc.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing on the date of filing.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business of this corporation shall be:

10065 W. Emerald Coast Parkway
Suite B-2
Destin, Florida 32550

The mailing address of this corporation shall be:

10065 W. Emerald Coast Parkway
Suite B-2
Destin, Florida 32550

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue Five Million Shares of One Dollar (\$1.00) par value common stock, which shall be designated "common shares".

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent of this corporation is Joseph M. Scheyd, Jr., Esquire, 1221 Airport Road, Suite 209, Destin, Florida 32541.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI - INCORPORATORS

The name and address of the person signing these articles is:

Zachary Robert Cooper
10065 W. Emerald Coast Parkway
Suite B-2
Destin, Florida 32550

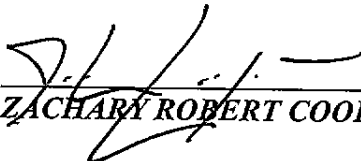
ARTICLE VII - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE VIII - ACTION WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles Of Incorporation this 18 day of December, 2000.

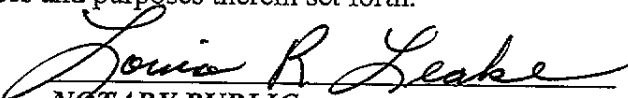


ZACHARY ROBERT COOPER

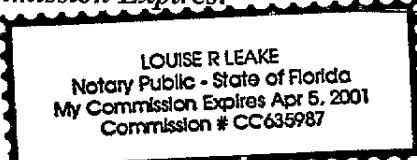
STATE OF FLORIDA

COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 18th day of December, 2000, by **ZACHARY ROBERT COOPER**, who is personally ~~known to me or~~ who has produced _____ as identification and who did take an oath and acknowledged and declared that he executed the same for the uses and purposes therein set forth.



NOTARY PUBLIC
My Commission Expires:


LOUISE R LEAKE
Notary Public - State of Florida
My Commission Expires Apr 5, 2001
Commission # CC635987

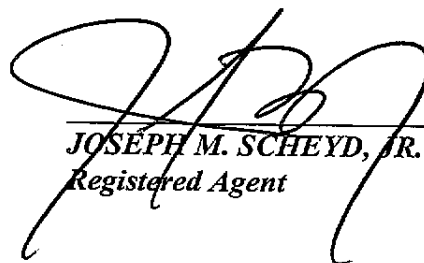
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submit the following statement designating the registered agent/registered office in the State of Florida.

1. The name of the corporation is: ACC Marketing, Inc.
2. The name of the registered agent is Joseph M. Scheyd, Jr., Esquire. The address of the registered office is 1221 Airport Road, Suite 209, Destin, Florida 32541.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position.

DATED this 18 day of December, 2000.


JOSEPH M. SCHEYD, JR.
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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