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July 7, 1995

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-07/10/95--01043--006
****122.50 ****122.50

Re: INTERNATIONAL MARKET RESEARCH AND
STRATEGIC PLANNING, INC.

Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation and one copy for the above referenced company. Please find these Articles and return a certified copy in the enclosed envelope. I have enclosed a check in the amount of \$122.50 made payable to the Secretary of State.

Please call me, if you have any questions.

Very truly yours,

Taina H. Leinonen

Taina H. Leinonen

THL/jb

Enclosures

7-14-95
TB

AKERMAN, SENTERFITT	222-3471	MC FARLANE, FERGUSON	244-1215
AUSLEY	224-9115	MANG, RETT	222-7710
AURELL, RADEY	681-7766	MESSER, VICKERS	222-0720
R. BOOTH ASSOC.	668-7288	MOORE, WILLIAMS	222-5510
BROAD, CASSEL	681-6810	MOYLE, FLANIGAN	681-3828
KIRK BROWN	222-6128	MAGUIRE V. (JAN)	681-9559
BRUSHWOOD, GRUVER	878-1187	LEXIS	877-7296
BRYANT, MILLER, OLIVE	222-6128	NEWELL, STAHL	681-3883
CSC	222-9171	NOVEY, MENDELSON	224-2000
CARLTON, FIELDS	224-1585	OERTEL, HOFFMAN	877-0099
C.T. SYSTEM	222-1092	PARKER, HUDSON	681-0191
CAPITAL CONNECTION	224-8870	PEWNINGTON	222-3533
CAPITOL SERVICES	656-3993	ROGERS, TOWERS	222-7200
MIKE CONIGLIO	681-3111	TERESA ROMAN/FILINGS	385-6735
COBB, COLE, BELL	681-3233	ROSE, SUNDSTROM	877-6555
EMPIRE (GEMMA) 1-800-432-3028		RUDEN, BARNETT	681-9027
ERVIN, VARN, JACOBS	224-9135	SMITH, THOMPSON	385-0105
ED TRIBBLE	878-0188	STEEL, HECTOR, DAVIS	222-2300
FOLEY & LARDNER	222-6100	SUNSTATE	656-5454
GARDNER, SHELFER	385-0070	STOWELL, ANTON	222-1055
GOLDSMITH, GROUT	222-1745	AMERILAWYER	942-2255
HABEN, CULPEPPER	222-3533	FLORIDA RESEARCHERS UNLIMIT.	668-2264
JOHN HALL	681-0619	GMAC	668-9900
GENE HERRING	224-4107	HOLLAND, KNIGHT (TODD)	425-5625
HENRY BUCHANAN	222-2920	AKA (ANGELA)	562-2530
HOLLAND & KNIGHT	224-7000	ATTORNEY'S TITLE	222-2785
HOPPING, BOYD	222-7500	CORPORATE RESEARCH SERV.	539-1128
HUEY, GUILDAY	224-7091	CORPORATE ACCESS	222-2666
I.R.B.	942-2500	EQUIFAX SERVICES	878-4186
KATZ, KUTTER	224-9634	UCC FILINGS & SEARCH	681-6528
THOMAS LAGER	877-0112	P. LAWRENCE INSURANCE	922-3136
YOUNG, VAN ASSENDERP	222-7206		

DEPT. OF REVENUE SALES TAX IS ON 90 WEST & TRUCK ROUTE BEHIND MC DONALDS
 SUB CHAPTER S IS WITH REVENUE IN CITY CENTRE BUILDING
 DEPT. OF REVENUE 488-6387
 DOC. STAMPS IS IN THE CARLTON BUILDING ROOM 142
 IRS (FEI#) 1-800-829-3676
 EVERITE ST. MACHINES 576-2481
 APOSTILLE SEAL IS IN THE ELLIOTT BUILDING, ROOM 211 488-7521
 MINORITY BUSINESS IS IN THE KNIGHT BUILDING 3rd FLOOR, KOGER CENTER
 CHARITABLE ORGANIZATIONS DEPT. OF AGRICULTURE THE MAYO BUILDING ROOM 200 488-2221

ARTICLES OF INCORPORATION
OF
INTERNATIONAL MARKET RESEARCH AND STRATEGIC PLANNING, INC.

ARTICLE I

Name

The name of this Corporation is
INTERNATIONAL MARKET RESEARCH AND STRATEGIC PLANNING, INC.

ARTICLE II

Nature of Business

The Corporation is initially organized for the general purpose of transacting any or all lawful business for which corporations may be incorporated pursuant to Chapter 607, Fla.Stat..

ARTICLE III

Shares

The maximum number of shares that the Corporation is authorized to have outstanding shall be 100 shares of common, \$1.00 par value voting stock, all of one class.

ARTICLE IV

Section 1244 Stock

The Incorporators, Subscribers and Directors of the Corporation intend that all stock shall be issued pursuant to Section 1244 of the Internal Revenue Code of 1954 as amended.

ARTICLE VII

Directors

The Corporation shall have one director initially. The number of directors may either be increased or diminished from time to time by the By-Laws of the Corporation, but shall never be more than five. The name and address of the initial director is:

Barbara S. Fiedor
385 Valley Forge Road
West Palm Beach, FL 33405

ARTICLE VIII

Incorporation

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

Barbara S. Fiedor
385 Valley Forge Road
West Palm Beach, FL 33405

ARTICLE IX

Duration of Corporation

The duration of this corporation shall be perpetual.

ARTICLE V

Each shareholder of the Corporation shall enjoy the preemptive right to acquire a proportionate share of any unissued or treasury shares to be sold by the Corporation on the same terms as such shares would be sold to non-shareholders. The number of shares that each shareholder shall be entitled to purchase shall be determined by multiplying the number of shares of unissued or treasury stock to be sold by a fraction which has as its numerator the number of shares owned by the purchasing shareholder, and which has as its denominator the total number of issued and outstanding shares of the Corporation owned by all shareholders before the contemplated sale. In the event that any shareholder chooses to purchase less than all of the shares which he is entitled to purchase, the remaining shares shall first be offered to the remaining shareholders of the Corporation. In the event that the calculations set out above result in a shareholder being entitled to purchase a fraction of a share, the Corporation shall issue such fractional share. Unissued or treasury shares may be offered to a non-shareholder of the Corporation only after all the existing shareholders have refused to purchase the shares so offered.

ARTICLE VI

Initial Registered Office and Agent

The street of the initial registered office of the Corporation is 385 Valley Forge Road, West Palm Beach, Florida 33405, and the name of the initial registered agent of the Corporation is Barbara S. Fiedor.

ARTICLE X

Corporation's Principal Office

The initial principal office of this Corporation shall be 385 Valley Forge Road,
West Palm Beach, FL 33405.

IN WITNESS WHEREOF, the undersigned subscriber have executed these
Articles of Incorporation of this 7th day of July, 1995.

Barbara S. Fiedor

Barbara S. Fiedor

STATE OF FLORIDA

COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, and officer duly authorized in the
State and County aforesaid to take acknowledgements, personally appeared Barbara S. Fiedor,
to me known to be the person described in and who executed the foregoing instrument and she
acknowledged before me that he executed the same, who is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid this
7th day of July, 1995.

JAMES FUNDEN

Notary Public



TAINA LEINONEN
My Commission CC341948
Expires Jan. 13, 1998
Bonded by HAI
800-422-1555

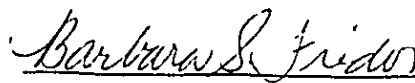
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE OF THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING UPON PROCESS MAY BE SERVED.

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

That INTERNATIONAL MARKET RESEARCH AND STRATEGIC PLANNING, INC. desiring to organize under the laws of State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of West Palm Beach, County of Palm Beach and State of Florida, has named Barbara S. Fiedor, whose address is 385 Valley Forge Road, West Palm Beach, FL 33405, County of Palm Beach, State of Florida, as its agent to accept service of process within this State.

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 provision of said Act relating to keeping open said office.

A handwritten signature in cursive script, reading "Barbara S. Fiedor", is written over a horizontal line.

Barbara S. Fiedor