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LAW OFFICE OF
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FILED
95 JUL 20 PM 2:01
DEPT. OF STATE
TALLAHASSEE, FLORIDA

July 18, 1995

Department of State
Division of Corporations
The Capitol
409 E. Gaines Street
Tallahassee, Florida 32399

500001542375
-07/20/95--01058--011
****122.50 ****122.50

RE: INCENTIVE BROKER, INC.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above named proposed Florida corporation. Also enclosed is a check in the amount of \$122.50 for the filing of same.

Please file the Articles of Incorporation and return a copy to me at the above address. Thank you for your assistance in this matter.

Sincerely,

Thomas M. Fitzgibbons

TMF/cgs
Enclosures

TMF
7-21-95

ARTICLES OF INCORPORATION
OF
INCENTIVE BROKER, INC.

FILED
95 JUL 20 PM 2:02
SARASOTA, FLORIDA

ARTICLE I. CORPORATE NAME.

The name of this corporation is: INCENTIVE BROKER, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all businesses permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 7,000 shares of common stock having par value of \$1.00 per share.

ARTICLE IV. PRINCIPAL OFFICE

The principal office and mailing address of INCENTIVE BROKER, INC., shall be:

325 Golden Gate Point #10
Sarasota, Florida 34236

ARTICLE V. TERM OF EXISTENCE.

This Corporation shall have perpetual existence.

ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Thomas M. Fitzgibbons
Attorney at Law
1800 Second Street
Suite 880
Sarasota, Florida 34236

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VII. BOARD OF DIRECTORS.

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII. INITIAL DIRECTORS.

The name of the initial director of this Corporation and street address is:

LARS NILBRINK
325 Golden Gate Point #10
Sarasota, Florida 34236

The person named as initial director shall hold office for the first year of existence of this Corporation or until a successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE IX. INCORPORATION.

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

LARS NILBRINK
325 Golden Gate Point #10
Sarasota, Florida 34236

ARTICLE X. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a

stockholder's meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned LARS NILBRINK, as Incorporator, has executed the foregoing Articles of Incorporation on the ____ day of July, 1995.



LARS NILBRINK, PRESIDENT

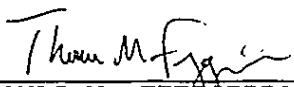
CERTIFICATE OF ACCEPTANCE OF DESIGNATION
AS REGISTERED AGENT

The undersigned, THOMAS M. FITZGIBBONS, ESQUIRE, having been designated as Registered Agent to accept service of process for INCENTIVE BROKER, INC., hereby agrees and accepts to act in this capacity, and agrees to comply with the provisions of the applicable Florida Statutes relative to keeping open the registered office of the corporation at the place designated in the Articles of Incorporation for INCENTIVE BROKER, INC., as follows:

Registered Agent: THOMAS M. FITZGIBBONS, ESQUIRE

Registered Office: 1800 Second Street
Suite 880
Sarasota, Florida 34236

IN WITNESS WHEREOF, I have hereunto set my hand and seal this
18th day of July, 1995.



THOMAS M. FITZGIBBONS

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95 JUL 20 PM 2:02
STATE OF FLORIDA
TAMPA COUNTY CLERK