P9600008 3935

TRANSMITTAL LETTER

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

SUBJECT: _

400001969084 -10/09/96--01044--005 *****78.75 *****78.75

| | (1 | Proposed corporate | name - must include suf | fix) | | | | | | | | | |
|---|-----------------------|----------------------------------|--|---|----------------|--------|-----------------------|--|--|--|--|--|--|
| Enclosed is an original and one (1) copy of the articles of incorporation and a check | | | | | | | | | | | | | |
| for: | \$70.00 Filing Fee | \$78.75 Filing Fee & Certificate | \$122.50 Filing Fee & Certified Copy Additional Copy | #131.25 Filing Fee, Certified Copy & Certificate / Required | | | | | | | | | |
| | FROM: | Darryl Vincent Michelli | | | | | | | | | | | |
| | | P.O. Box 853 | | | T _S | တ | | | | | | | |
| | | 625 Hwy 9 | 8 E Suite 2 | | ECS: | 36 OCT | entita | | | | | | |
| | | | Address | | 法が | 7- | CHARA CHARA | | | | | | |
| | | Destin, F | lorida 32541 | | | 8 | रूपाया १ १००१मा | | | | | | |
| | | C | ity, State & Zip | | EFF.S | AH 8: | | | | | | | |
| | | (904) 654 | -7774 | | STATE ORIDA | 81: | CORES | | | | | | |
| | | Daytime | Telephone number | | A E | | | | | | | | |

Emerald Coast Marketing Group, Inc.

NOTE: Please provide the original and one copy of the articles.

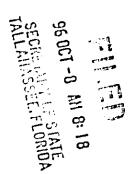
ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Emerald Coast Marketing Group, Inc.



ARTICLE II C PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

625 Hwy 98 E Suite 2 P.O. Box 853 Destin, Florida 32541

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000,000 one million Common Stock - Class A
1,000,000 one million Convertible Preferred Stock at \$10.00 per share - Class B

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS
The name and address of the initial registered agent is:

Darryl Vincent Michelli 625 Hwy 98 E Suite2 Destin, Florida 32541

ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Darryl Vincent Michelli 625 Hwy 98 E Suite 2 Destin, Florida 32541

| The undersigned incorporator(s) has(have) executed these Articles of Incorporation | on this |
|--|-------------|
| 6thday ofOctober, 19_96 | |
| (An additional article raust be added if an effective date is requested.) | |
| Darry Unient Michelle. Signature | _ |
| Signature | |
| Signature | - |

Notarization is not required

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

| 1. The name | of the corporation is: | Emerald Coast Marketing Group Inc | | | |
|-------------|---------------------------|--|-------------|-------|--|
| 2. The name | and address of the regist | tered agent and office is: | TALL | 96 00 | |
| | Darryl_Vi | ncent Michelli (NAME) | | 1-8 T | |
| | | 8 E Suite 2 x or Mail Drop Box <u>NOT</u> acceptable) | E. FLOXIDA | | |
| | Destin, F | lorida 32541 (CITY/STATE/ZIP) | | | |

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Darry Unient Michelli October 6, 1996
(SIGNATURE) (DATE)