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SIDNEY L. VIHLEN, III
PAUL M. SILLS

PLEASE REPLY TO:
POST OFFICE BOX 181554
ALTAMONTE SPRINGS, FLORIDA
32716-1554
TELECOPIER (407) 786-2247

August 12, 1997

Secretary of State
Division of Corporations
Attn: New Filing
Post Office Box 6327
Tallahassee, Florida 32314

800002265678-1
-08/13/97-01057-002
****122.50 ****122.50

RE: Filing Articles of Incorporation/SHERALEE MARKETING SERVICES, INC.

Dear Sir/Madam:

Enclosed, please find the original Articles of Incorporation of Sheralee Marketing Services, Inc., including the designation of Registered Office and Registered Agent, for filing with your office.

Additionally, you will find a check, made payable to the Secretary of State, in the amount of \$122.50, representing the required filing fee, represented as the following:

Filing Fee	\$ 35.00
Registered Agent Fee	\$ 35.00
Certified Copy	<u>\$ 52.50</u>
Total	<u>\$ 122.50</u>

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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RF
3-14-97

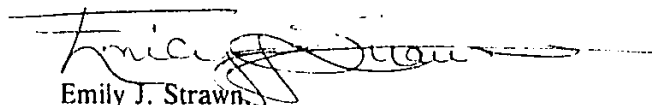
Page 2
Secretary of State
Filing Articles of Incorporation for:
Sheralee Marketing Services, Inc.
July 29, 1997

Please furnish our office with a certified copy of the duly filed Articles of Incorporation for Sheralee Marketing Services, Inc. For your convenience, we have enclosed a pre-prepared Federal Express envelope for its return to our office.

Any questions regarding this matter should be directed to us (407) 786-2200. Thank you for your assistance with this matter.

Sincerely,

LAW OFFICES OF SIDNEY L. VIHLEN, III, P.A.


Emily J. Strawn,
Secretary

EJS/jb
/enclosures

ARTICLES OF INCORPORATION

OF

SHERALEE MARKETING SERVICES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME

The name of this corporation is:

SHERALEE MARKETING SERVICES, INC.

ARTICLE II
CORPORATE EXISTENCE

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation.

ARTICLE III
PURPOSES

This corporation is formed for the purposes of engaging in any general business and business related activities as are permitted under the laws of the State of Florida and the United States, including, without limitation, the marketing and distribution of certain consumer goods

ARTICLE IV
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock with no par value. All or any part of said stock of this corporation may be paid for wholly, or in part, by cash, or by the purchase of property, patents, labor or services at a just valuation to be fixed by the Board of Directors of this corporation at any regular or special meeting and any and all shares so issued shall be fully paid and nonassessable.

ARTICLE V
INITIAL OFFICE

The initial street address of the principal office of this corporation in the State of Florida is 204 North Park Avenue, Suite 100, Sanford, Florida 32771. The directors may from time to time, move the principal office to any other address in the State of Florida. The corporation shall have the privilege of having one or more branch offices at other places within the State of Florida or outside the State of Florida as may be deemed necessary and be designated from time to time by the Board of Directors of this corporation.

ARTICLE VI
PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by the By-Laws adopted by the shareholders, but shall never be less than one. The initial Board of Directors shall consist of the following:

SHERALEE ELIZABETH HERRING.....DIRECTOR

ARTICLE VIII
OFFICERS

The initial officers of the Corporation shall be a president, secretary and treasurer. The initial officers shall be elected at the organizational meeting of the Board of Directors and shall serve until the first annual meeting of the Board of Directors to be held immediately following the first annual meeting of the shareholders of the corporation. Thereafter, the officers shall be elected by the Board of Directors at each annual meeting of the Board of Directors to be held immediately after the annual meeting of the shareholders of the corporation. New offices may be created, and appointments may be made therefor, and any office that may become vacant may be filled by the Board of Directors of the corporation at any regular meeting or at any special meeting called for that purpose. The duties of the officers of the corporation shall be prescribed by the By-Laws.

ARTICLE IX
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2180 Sanlando Center, 2180 S.R. 434, West, Suite 4159, Longwood, Florida 32779; and the name of the initial registered agent of this Corporation at that address is **THE LAW OFFICES OF SIDNEY L. VIHLEN, III, P.A.**

ARTICLE X
AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, unless all Directors sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE XI
INDEMNIFICATION


The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII
INCORPORATOR

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

SHERALEE ELIZABETH HERRING
204 North Park Avenue, Suite 100
Sanford, Florida 32771

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation for the uses and purposes aforesaid on this 12th day of August, 1997.


SHERALEE ELIZABETH HERRING.
Incorporator

STATE OF FLORIDA }
COUNTY OF SEMINOLE }

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take oaths and acknowledgements, personally appeared **SHERALEE ELIZABETH HERRING**, who is either personally known by me, or who produced a Drivers License as identification, and who, after being duly sworn, acknowledged to me that he executed the foregoing Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid on this the 12th day of August, 1997.

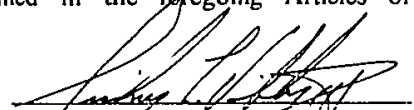

Notary Public, State of Florida



Emily J. Strawn
Typed/Printed Name of Notary
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of **SHERALEE MARKETING SERVICES, INC.**, which is contained in the foregoing Articles of Incorporation.


SIDNEY L. VIHLEN, III, President
Law Offices of Sidney L. Vihlen, III,
P.A., Registered Agent

FILED
CLERK OF STATE
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