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ACCOUNT NO. : 072100000032

REFERENCE : 407937 101142A

AUTHORIZATION : Patricia Pzyut
COST LIMIT : \$ 122.50

ORDER DATE : May 29, 1997

ORDER TIME : 9:13 AM

ORDER NO. : 407937-005

CUSTOMER NO: 101142A

CUSTOMER: Robert E. Wiggins, esq
SLATER & WIGGINS

300002194279--2

36402 U.s. Highway 19, North

Palm Harbor, FL 34684

DOMESTIC FILING

NAME: CONSOLIDATED MARKETING GROUP,
INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Paula K. Kendrick

EXAMINER'S INITIALS:

97 MAY 29 11:19 AM
TALLAHASSEE, FLORIDA

RECEIVED
97 MAY 29 AM 10:40
DIVISION OF CORPORATION

9

MAY 29 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 8, 1997

ROSIE DARLING
SUNCOAST FRINGE BENEFITS, INC.
5415 BRIDGE ROAD
NEW PORT RICHEY, FL 34652

The name CONSOLIDATED MARKETING GROUP, INC, has been reserved for 120 days beginning May 8, 1997. The reservation number is R97000002252 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lantham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Tracy Smith

Letter number: 897A00024565

ARTICLES OF INCORPORATION FILED
OF 97 MAY 29 AM 11:19
CONSOLIDATED MARKETING GROUP, INC. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this Corporation is CONSOLIDATED MARKETING GROUP, INC.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Corporation and mailing address is:

5415 Bridge Road
New Port Richey, Florida 34652

ARTICLE III

TERM

The term of existence of this Corporation is perpetual.

ARTICLE IV

PURPOSE

This Corporation is organized to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE V
CAPITAL STOCK

This Corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock, with five thousand one hundred (5,100) shares being issued to Michael A. Foster, and four thousand nine hundred (4,900) shares being issued to David W. King, Sr.

ARTICLE VI
DIRECTORS

This Corporation shall have five (5) Directors initially. The number of Directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation, who shall serve until their successors are elected and have qualified or until removed are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Richard S. Lee	4862 Mill Run Drive New Port Richey, FL 34653
Ganell A. Strother	12123 Holbrook Drive #7-6 Hudson, FL 34667
Rosemary E. Darling	12205 Lacey Drive New Port Richey, FL 34654
David W. King, Sr.	8726 Marigold Drive New Port Richey, FL 34654
Michael A. Foster	10630 Casey Drive New Port Richey, FL 34654

ARTICLE VII

OFFICERS

The affairs of this Corporation shall be administered by the officers designated by the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the shareholders, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors, are as follows:

<u>OFFICE</u>	<u>NAME AND ADDRESS</u>
Chief Executive Officer	Michael A. Foster 10630 Casey Drive New Port Richey, FL 34654
President	Richard S. Lee 4862 Mill Run Drive New Port Richey, FL 34653
Secretary & Vice President	Rosemary E. Darling 12205 Lacey Drive New Port Richey, FL 34654
Treasurer & Vice President	Ganell A. Strother 12123 Holbrook Drive #7-6 Hudson, FL 34667
Chief Financial Officer	David W. King, Sr. 8726 Marigold Drive New Port Richey, FL 34654

ARTICLE VIII

REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent of this corporation is as follows:

<u>Registered Agent:</u>	<u>Office of Corporation</u>
Robert E. Wiggins Sein Professional Center 36402 U.S. Highway 19 N. Palm Harbor, Florida 34684	5415 Bridge Road New Port Richey, FL 34652

ARTICLE IX

INDEMNIFICATION

Every Director and every officer of this Corporation serving this Corporation at its request, shall be indemnified by this Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director or officer of this Corporation, or by reason of his serving or having served this Corporation at its request, whether or not he is a Director or officer or is serving at the time such expenses or liabilities are incurred; provided that in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties and also in the event of a settlement, before entry of judgment, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of this Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which that person may be entitled.

ARTICLE X

BYLAWS

The first Bylaws of this Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE XI

AMENDMENTS

Amendments to the Articles of Incorporation shall be first adopted in resolution form by majority vote of the Board of Directors, who shall direct in its proceedings that the proposed amendment be submitted to a vote of the shareholders either at an annual meeting or a special meeting called for that purpose. At the shareholders' meeting, the affirmative vote of the holders of a majority of shares entitled to vote shall be required for adoption of the proposed amendment.

ARTICLE XII

SUBSCRIBER

The name and address of the Subscriber to these Articles of Incorporation is as follows:

NAME

Michael A. Foster

ADDRESS

10630 Casey Drive
New Port Richey, FL 34654

IN WITNESS WHEREOF, the Subscriber has hereunto affixed his signature on this 13th

day of May, 1997.


MICHAEL A. FOSTER

STATE OF FLORIDA)
 Pasco
COUNTY OF PINELLAS)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared MICHAEL FOSTER, who produced a valid Florida Driver's License as identification or is well known to be the person who executed the foregoing instrument for the purposes therein expressed.

Witness my hand and official seal in the County and State last aforesaid this 13th day of May, 1997.

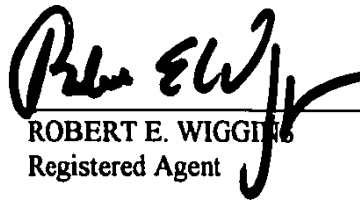
YVETTE M. BEHMER
Notary Public, State of Florida
My comm. expires Feb. 1, 1998
No. CC 345678


NOTARY PUBLIC - State of Florida
My Commission Expires:

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

I, ROBERT E. WIGGINS, as Registered Agent for CONSOLIDATED MARKETING GROUP, INC., do hereby agree to accept Service of Process on behalf of the Corporation, to keep my office located at Sein Professional Center, 36402 U.S. Highway 19 North, Palm Harbor, Pinellas County, Florida 34684, open during prescribed hours; and to post my name in some conspicuous place in the above-stated office as required by law.

DATED: May 8, 1997


ROBERT E. WIGGINS
Registered Agent

REC'D
MAY 29 AM 11:19
TALLAHASSEE, FLORIDA