

P99000003657

01-08-99

Please provide the undersigned
with Certified copies of each
corporation.

800002737008--1
01/11/99 01128--009
*****78.75 *****78.75

Should there be any questions
I can be reached at 954-494-7352.

If no questions please mail
papers to:

MICHAEL GHERMAN
3721 S.W. 4TH AVENUE, STE 302
FT. LAUDERDALE, FL 33314

FILED
99 JAN 11 AM 11:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Thank you.

Michael Gherman

P.S. Two (2) checks, each in the amount of
\$78.75 is enclosed.

CB
1-13-99
17

ARTICLES OF INCORPORATION
OF
PROFESSIONAL MARKETING SOCIETY, INC.

FILED
99 JAN 11 AM 11:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator files these Articles of Incorporation in order to form a corporation under the Florida Business Corporation Act.

ARTICLE I

NAME

The name of this corporation shall be:

PROFESSIONAL MARKETING SOCIETY, INC.

ARTICLE II

PRINCIPAL OFFICE

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

3721 S.W. 4TH AVENUE, STE. 302

FT. LAUDERDALE, FL. 33314

ARTICLE III

BEGINNING OF CORPORATE EXISTENCE

The existence of this corporation shall commence on the date these articles are accepted as filed by the Secretary of State. The Corporation then shall continue perpetually unless dissolved according to law.

ARTICLE IV

PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V
CAPITAL STOCKS

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

10,000 shares at \$.01 (one cent) par value common stock.

ARTICLE VI
INITIAL REGISTERED AGENT AND ADDRESS

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

REGISTERED AGENT AND ADDRESS


MICHAEL GHERMAN
3721 S.W. 4TH AVENUE, STE. 302
FT. LAUDERDALE, FL. 33314

ARTICLE VII
INCORPORATOR

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

SHARI RANCE
2988 OAKTREE LANE
HOLLYWOOD, FL. 33021

The undersigned has executed these Articles of Incorporation on _____
1999 as Incorporator.



Shari Rance
Incorporator

INITIAL
WRITTEN ACTION OF INCORPORATOR,
BOARD OF DIRECTORS, AND SHAREHOLDERS
OF
PROFESSIONAL MARKETING SOCIETY, INC.

The undersigned, being the incorporator, the initial shareholders and the Board of Directors elected herein, all of the above-named Florida corporation, do hereby take the following written actions in lieu of holding a meeting regarding the same, all pursuant to Florida Statutes Sections 607.0821 and 607.0704, and the By-Laws of the Corporation.

1. By-Laws: The proposed By-Laws of the Corporation are hereby adopted as and for the By-Laws of the Corporation, and the same shall be placed in the minute book of the Corporation immediately following the Articles of Incorporation.

2. Board of Directors: The following individuals are hereby elected to the Board of Directors, to take office immediately, and to serve until their successors are fully elected, qualified, and take office, pursuant to the By-Laws of the Corporation, and the number of directors listed below shall constitute the number of directors of the Corporation unless and until that number shall be modified in accordance with the By-Laws of the Corporation.

Michael Gherman
Warren Gherman
Shari Rance

3. Officers: The following individuals are hereby elected to the following offices, to take office immediately and to serve until their successors are duly elected, qualified, and take office, pursuant to the By-Laws of the Corporation.

President:	Shari Rance
Vice President:	Michael Gherman
Treasurer:	Michael Gherman
Secretary:	Michael Gherman

4. Corporate Seal: The form of the corporate seal for the Corporation shall be as follows:

5. Share Certificate: The form of the share certificate for fully paid and non-assessable shares of stock shall be in the form attached hereto.

6. Corporate Bank Account: The Board of Directors of the Corporation are specifically authorized to adopt a separate resolution designating one or more commercial banks or savings and loan associations, or both, as depository of the funds of the Corporation, and to designate the Officers authorized to draw checks and or otherwise withdraw funds from said accounts.

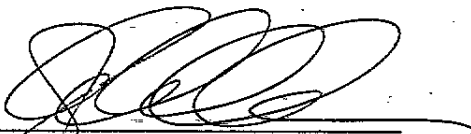
7. Initial Issuance of Shares: The Corporation, having received offers from the following persons to purchase authorized and unissued shares, accepts said offers, and appropriate share certificates shall be issued to the following persons upon receipt of payment in full therefor:

<u>Name of Shareholder</u>	<u>Number of Shares</u>
Michael Gherman	1,000
Warren Gherman	1,000
Shari Rance	1,000

8. Corporate Offices: The Board of Directors hereby designates the address below as the principal office of the Corporation:


PROFESSIONAL MARKETING SOCIETY, INC.
3721 S.W. 4TH AVENUE, STE. 302
FT. LAUDERDALE, FL. 33314

IN WITNESS WHEREOF, the undersigned has executed this instrument on the date shown below to confirm actions taken and effective on _____, 1999.



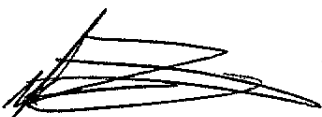
Shari Rance
Incorporator

Date



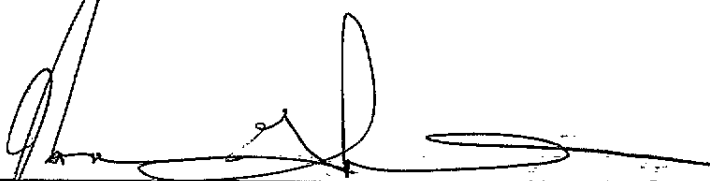
Shari Rance
Director & Shareholder

Date



Michael Gherman
Director & Shareholder

Date



Warren Gherman
Director & Shareholder

Date

FILED
99 JAN 11 AM 11:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

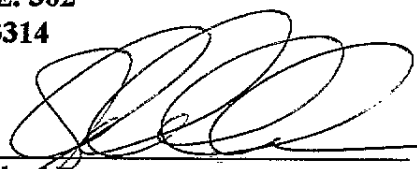
CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

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: **PROFESSIONAL MARKETING SOCIETY, INC.**

2. The name and address of the registered agent and office is:

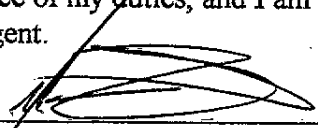
MICHAEL GHERMAN
3721 S.W. 4TH AVENUE, STE. 302
FT. LAUDERDALE, FL. 33314

Signature: 
Shari Rance

Title: Incorporator

Date: _____, 1999

Having been named 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 statues 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.

Signature: 
Michael Gherman
Registered Agent

Date: _____, 1999