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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

900001345555
-12/06/94--01110--005
*****70.00 *****70.00

SUBJECT: MARKETING MANAGEMENT CORPORATION
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

DOUG ENGLAND
(Name of Person)
MARKETING MANAGEMENT CORPORATION
(Firm/Company)
201 PARK PLACE Suite 203
(Address)
ALTAMONTE SPRINGS, FL 32701
(City, State and Zip Code)

~~101-2-004~~

Should you need to call someone concerning this matter, please call:

DOUG ENGLAND at (407) 332-1429
(Name of Person) Area Code & Daytime Telephone Number

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SECRETARY OF STATE
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SK

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

December 7, 1994

MARKETING MANAGEMENT CORPORATION
% DOUG ENGLAND
201 PARK PL., SUITE 203
ALTAMONTE SPRINGS, FL 32701

SUBJECT: MARKETING MANAGEMENT CORPORATION
Ref. Number: W94000026064

We have received your document for MARKETING MANAGEMENT CORPORATION and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the CORPORATE SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6094.

Steven Harris
Corporate Specialist

Letter Number: 094A00052134

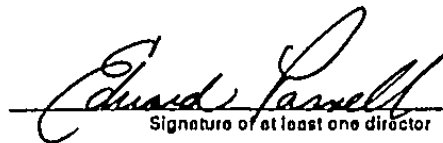
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RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Vice President and Director, do hereby certify that this Resolution of the Board of Directors of MARKETING MANAGEMENT CORPORATION, a corporation duly organized and existing under the laws of the State of Tennessee, was duly adopted on JANUARY 3, 19 95.

Resolved, that MARKETING MANAGEMENT CORPORATION, organized and existing in the State of Tennessee, hereby adopts the name MARKETING MANAGEMENT CORPORATION of Tennessee for use in Florida.

Dated: 1-3-95


Signature of at least one director

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:**

1. MARKETING MANAGEMENT CORPORATION
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. TENNESSEE 3. 62-1500540
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 6-5-92 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. AUGUST 29, 1994
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 201 PARK PLACE Suite 203 | 1310 OTER CREEK RD
ALTAMONTE SPRINGS, FL 32701 | NASHVILLE, TN 37215
(Current mailing address)

8. BRANCH OFFICE - DATA BASE & MARKETING COMPANY
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: DOUG ENGLAND
Office Address: 201 PARK PLACE Suite 203
ALTAMONTE SPRINGS, Florida, 32701
(Zip Code)

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10. Registered agent's acceptance:

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

Doug England
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: R. Lewis Jones
Address: 1310 OTTER CREEK RD
NASHVILLE, TN 37215

Vice Chairman: _____
Address: _____

Director: _____
Address: _____

Director: _____
Address: _____

B. OFFICERS

President: R. Lewis Jones
Address: 1310 OTTER CREEK RD
NASHVILLE, TN 37215

Vice President: EDWARD PARNELL
Address: 201 PARK PLACE Suite 203
ALTAMONTE SPRINGS, FL 32701

Secretary: _____
Address: _____

Treasurer: _____
Address: _____

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Edward Parnell
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. EDWARD PARNELL - Vice President
(Typed or printed name and capacity of person signing application)

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800
Nashville, Tennessee 37243-0306

ISSUANCE DATE: 11/21/1994
REQUEST NUMBER: 2916-0425
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 06/05/1992
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0254076
JURISDICTION: TENNESSEE

TO:
MARKETING MANAGEMENT CORPORATION
AT: DOUG ENGLAND
201 PARK PLACE
ALTAHONTESPRIN, FL 32701

REQUESTED BY:
MARKETING MANAGEMENT CORPORATION
AT: DOUG ENGLAND
201 PARK PLACE
ALTAHONTESPRIN, FL 32701

CERTIFICATE OF EXISTENCE

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"MARKETING MANAGEMENT CORPORATION"

IS A CORPORATION DULY INCORPORATED UNDER THE LAW OF THIS STATE WITH DATE OF
INCORPORATION AND DURATION AS GIVEN ABOVE;
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE
EXISTENCE OF THE CORPORATION HAVE BEEN PAID;
THAT THE MOST RECENT CORPORATION ANNUAL REPORT REQUIRED HAS BEEN FILED
WITH THIS OFFICE; AND
THAT ARTICLES OF TERMINATION OF CORPORATE EXISTENCE HAVE NOT BEEN FILED

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FOR: REQUEST FOR CERTIFICATE

ON DATE: 11/21/94

FROM:
DOUGLAS S ENGLAND
275 E. CENTRAL PKWY
#1015
ALTAHONTE SPRI, FL 32701-0000

RECEIVED: FEES \$10.00 \$10.00
TOTAL PAYMENT RECEIVED: \$20.00

RECEIPT NUMBER: 00001717375
ACCOUNT NUMBER: 00205895



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE