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TRANSMITTAL LETTER # 2

FILED
00 JAN 11 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 10, 2000

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

Bobbie Cox, Supervisor
409 EAST GAINES Street
Tallahassee, FL 32399
Fax 850.481.6804
850.481.6922.

Subject: MARKETING & SALES CONSULTANTS, INC

This is the second time I am sending this information for processing. The first was mailed first class mail on December 14, 1999. It appears to be lost; I talked to your office and to the post office in zip 33177. Since it was mailed regular first class we cannot trace it.

From:

Lori Bearden
6175 N W 167 Street
Miami, FL 33015
305-362-9707

800003094948--3
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*****70.00 *****70.00

SEE ATTACHED FOR ITEMS ENCLOSED

1/10/00
1:30 pm

faxing 1 pages. plus 1 = 8

RW
1/11/00

ARTICLES OF INCORPORATION
OF
MARKETING & SALES CONSULTANTS, INC.

We the undersigned subscribers of these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida for the formation of corporations under profit.

ARTICLE I
NAME

The name of the corporation shall be:

Marketing & Sales Consultants, Inc.

ARTICLE II
PRINCIPLE OFFICE

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

6175 NW 167 Street
Miami, FL 33015

ARTICLE III
NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to provide marketing services and sales services and other related activities or business permitted under laws of the United States, and the State of Florida.

ARTICLE IV
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V
SHARES

The maximum number of shares of stock that the corporation is authorized to have outstanding at anytime is: Five Hundred (500) shares of common stock with a par value of One (\$1.00) U.S. Dollar per share. Said shares may be issued pursuant to such plan as may be adopted by the Board of Directors of the corporation to qualify the shares as Internal Revenue Code Section 1244 shares.

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To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of, or any bond, securities, or other evidences of indebtedness created by any other corporation of the state of Florida, or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE VI
REGISTERED OFFICE/AGENT

The initial designation of the registered office of this corporation shall be:

6175 NW 167 Street
Miami, FL 33015

The registered agent shall be:

Lori P. Bearden

ARTICLE VII
INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than Five Hundred (\$500.00) Dollars.

ARTICLE VIII
DIRECTORS

This corporation shall have no less than one director initially. The number of directors may increase or diminish from time to time, by the By-laws adopted by the stockholders.

ARTICLE IX
INITIAL DIRECTORS

The names and street addresses of the members of the first Board of Directors are:

President	Lori P. Bearden
and Secretary	6175 NW 167 Street
	Miami, FL 33015

ARTICLE X
SUBSCRIBERS

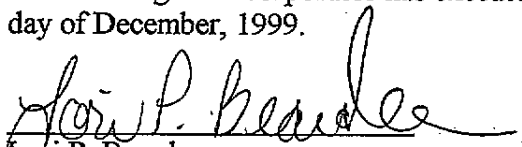
The names and street addresses of the subscribers of these Articles of Incorporation, the number of shares of stock which they agree to take and the value of the consideration therefore are:

<u>Name</u>	<u>Address</u>	<u>Shares</u>	<u>Consideration</u>
Lori P. Bearden	6175 NW 167 Street Miami, FL 33015	500	\$500.00

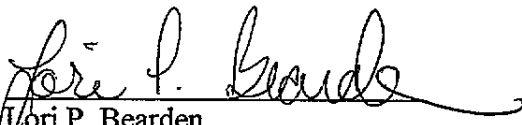
ARTICLE XI
RIGHT OF INDEMNIFICATION

Every Director and Officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, imposed upon or reasonably incurred by him or her in connection with any proceeding to which he or she may be a party, or in which he or she may become involved, by reason of his or her being or having been a director or officer of the corporation, whether or not he or she is a director or officer at the time such expenses and liabilities are imposed or incurred, except in such cases in which the director or officer seeking indemnification is adjudged guilty of willful misconduct or gross negligence. If any claim for reimbursement or indemnification hereunder is based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification hereunder shall apply only if the the Board of Directors approves such settlement as being in the best interests of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any other right to which such director or officer may be entitled.

The undersigned incorporator has executed these Articles of Incorporation this 13th day of December, 1999.


Lori P. Bearden

The undersigned hereby accepts appointment as the Registered Agent of MARKETING & SALES CONSULTANTS, INC.


Lori P. Bearden

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, 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:

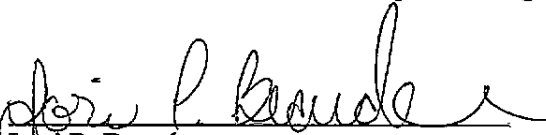
Marketing & Sales Consultants, Inc.

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

Lori P. Bearden
6175 NW 167 Street
Miami, FL 33015

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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.


Lori P. Bearden

12/13/99
Date