

P00000024830

February 29, 2000

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

Re: ALLSALES MARKETING CORPORATION

200003158622--3
-03/06/00--01113--004
*****70.00 *****70.00

Dear Sir/Madam:

Please file the enclosed Articles of Incorporation in your usual manner and return one copy to my attention. I have attached my check in the amount of \$70.00 for the appropriate filing fees. **Please note that I also am the sole shareholder and director of Allsales Mortgage Corporation.**

Thank you for your attention to this matter.

Sincerely,

Alan L. Lucas
Alan L. Lucas

FILED
00 MAR -6 AM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3/10

Informed client by letter
I corrected zip code in
Article 6.

S. Thompson MAR 10 2000

ARTICLES OF INCORPORATION
OF
ALLSALES MARKETING CORPORATION

FILED
00 MAR -6 AM 10:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE 1

NAME

The name of this corporation shall be: **Allsales Marketing Corporation**

ARTICLE 2

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of this corporation shall be:

8910 North Dale Mabry Hwy.
Suite 29
Tampa, Florida 33614

ARTICLE 3

CAPITAL STOCK

1. **Authorized Capitalization.** The total number of shares of capital stock authorized to be issued by this Corporation shall be:

10,000 shares of common stock, par value \$.001 per share (the "Common Stock").

2. **Payment for Stock.** All or any part of the consideration for the issuance of the capital stock of this Corporation may be in cash, property or labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for that purpose, which consideration, in any event, shall not be less than the par value of the shares issued therefor. All stock when issued shall be fully paid and nonassessable.

3. **Voting.** The voting power of this Corporation shall be vested solely in the Common Stock. Holders of shares of Common Stock shall be entitled to one vote for each share of Common Stock. There shall be no cumulative voting in the election of directors.

ARTICLES OF INCORPORATION OF
ALLSALES MARKETING CORPORATION

PAGE 2

4. **Dividends.** Any and all dividends are to be shared among the holders of outstanding Common Stock on a share for share basis.

ARTICLE 4

REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of this corporation shall be located at 8910 North Dale Mabry Hwy. Suite 29 Tampa, Fl. 33614 and the initial registered agent of this corporation at such office shall be Alan Lucas. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

ARTICLE 5

BOARD OF DIRECTORS

The Board of Directors of this corporation shall consist of a number of directors to be fixed from time to time by the stockholders or the bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders.

ARTICLE 6

INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall consist of one (1) member, such member to hold office until his successor(s) have been duly elected and qualify. The names and street addresses of the initial director is:

Name

Address

Alan Lucas

8910 North Dale Mabry Hwy.
Suite 29
Tampa, Florida 33614

ARTICLE 7

INCORPORATOR

ARTICLES OF INCORPORATION OF
ALLSALES MARKETING CORPORATION

PAGE 3

The name and street address of the incorporator making these Articles of Incorporation is:

Name

Address

Alan Lucas

8910 North Dale Mabry Hwy.
Suite 29
Tampa, Florida 33614

ARTICLE 8

PURPOSES AND DURATION

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act. This corporation shall have perpetual existence

ARTICLE 9

BYLAWS

The power to adopt the bylaws of this corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation.

ARTICLE 10

AMENDMENT OF ARTICLES OF INCORPORATION

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLES OF INCORPORATION OF
ALLSALES MARKETING CORPORATION

PAGE 4

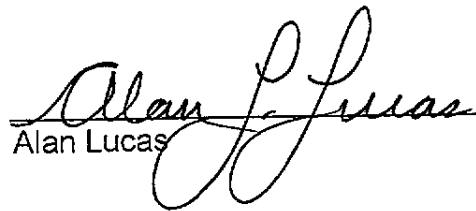
ARTICLE 11

AFFILIATED TRANSACTIONS

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.

DATED this 28 day of February 2000.


Alan Lucas

ALLSALES MARKETING CORPORATION

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, Alan Lucas having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of such position.

DATED this 28 day of February, 2000.


Alan Lucas

FILED
00 MAR -6 AM 10:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA