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BRENDAN F. LINNANE
ATTORNEY AT LAW
5705 Hansel Avenue
Orlando, FL 32809
407-851-1000

March 21, 2000

Director
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

300003185523--8
-03/27/00--01118--002
122.50 **78.75

RE: MARKETPLACE DYNAMICS INC.

Dear Sir/Madam:

I am enclosing herewith the original and one (1) copy of the Articles of Incorporation for the referenced corporation together with the original Resident Agent Form for filing.

Also enclosed is my check no:5522 in the amount of \$122.50 to cover the cost of:

- | | |
|--|---------|
| 1. Filing fees | \$35.00 |
| 2. Designation of Registered Agent | \$35.00 |
| 3. Certified Copy of Articles of Incorporation | \$52.50 |

Please return the certified copy of the Articles to this office. Thank you for your cooperation in this matter.

Sincerely,

Brendan F. Linnane

BRENDAN F. LINNANE

BFL/as
Enclosures

FILED
00 MAR 27 PM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHENIER MAR 30 2000

ARTICLES OF INCORPORATION
MARKETPLACE DYNAMICS INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopt the following articles of incorporation.

ARTICLE I

NAME

The name of the corporation is MARKETPLACE DYNAMICS INC.

ARTICLE II

DURATION

The term of existence of the corporation is perpetual.

ARTICLE III

PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 100,000 shares at \$.01 per share, all of which shall be common shares.

ARTICLE V

REGISTERED OFFICE/PRINCIPAL PLACE OF BUSINESS

The street address of the initial registered office and principal place of business of the corporation is 2114 Palm View Dr., Apopka, Florida 32712 and the name of the initial

registered agent at such address is CAMILA J. WHITLEY.

ARTICLE VI

DIRECTORS

The names and addresses of the Initial Board of Directors are:

| <u>NAME</u> | <u>ADDRESS</u> |
|-------------------|--|
| CAMILA J. WHITLEY | 2114 Palm View Dr., Apopka, Florida 32712 |
| KEVIN T. WHITLEY | 2114 Palm View Dr., Apopka, Florida 32712 |

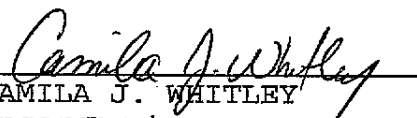
ARTICLE VII

INCORPORATOR

The name and address of the incorporator is:

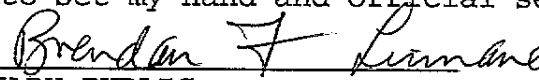
| <u>NAME</u> | <u>ADDRESS</u> |
|-------------------|--|
| CAMILA J. WHITLEY | 2114 Palm View Dr., Apopka, Florida 32712 |

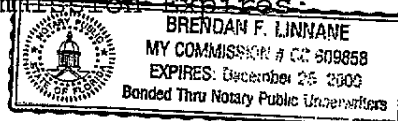
IN WITNESS WHEREOF, I have subscribed my name this / day of January, 2000.


CAMILA J. WHITLEY
Incorporator

BEFORE ME, the undersigned authority personally appeared CAMILA J. WHITLEY, known to me to be the person whose name is subscribed to the within instrument and she acknowledged that she executed the same for the purpose therein expressed, this / day of January, 2000.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.


NOTARY PUBLIC
My Commission Expires



STATE OF FLORIDA
COUNTY OF ORANGE

Certificate designating place of business for the service of process within this State and naming agent upon whom process may be served.

The following is submitted in compliance with Chapter 48.091, Florida Statutes:

MARKETPLACE DYNAMICS INC., a corporation organizing under the laws of the State of Florida with its principal office at 2114 Palm View Dr., in the City of Apopka, County of Orange, State of Florida, has named CAMILA J. WHITLEY, at said address, as its agent to accept service of process within this state.

MARKETPLACE DYNAMICS INC.

By Camila J. Whitley

ACCEPTANCE

I AGREE as resident agent to accept service of process; to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law.

Camila J. Whitley
CAMILA J. WHITLEY
Resident Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAR 27 PM 1:21

FILED