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Florida Department of State **Division of Corporations Public Access System**

SECRETARY OF STATE TALLAHASSEE, FLORIDA

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Katherine Harris, Secretary of State

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To:

Division of Corporations

Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY

Account Number: 072450003255 : (305)541-3694 : (305)541-3770 Phone Fax Number

FLORIDA PROFIT CORPORATION OR P.A.

national marketing group, inc.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION

FILED

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SECRETARY OF STATE TALLAHASSEE. FLORIDA

OF

NATIONAL MARKETING GROUP, INC.

ARTICLE I - NAME

The name of this Corporation is National Marketing Group, Inc.

. ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on January 1, 2001.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1,000) shares of \$1.00 par value common stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of this Corporation of the same kind, class or series as that which it already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE, AGENT AND PRINCIPLE OFFICE

The street address of the initial registered office of this Corporation is 621 N.W. 53rd Street, Suite #315, Boca Raton, Florida 33487 and the name of the initial registered agent of this Corporation at that address is Thomas Murray. The street address of the principle office is 621 N.W. 53rd Street, Suite #315, Boca Raton, Florida 33487.

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ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the by-laws, but shall never have less than one (1). The name and address of the initial Director of this Corporation is:

Thomas Murray 11726 Watercrest Lane Boca Raton, Florida 33487

ARTICLE IX - INCORPORATOR

The name(s) and address(es) of the person(s) signing these Articles is (are):

Thomas Murray 11726 Watercrest Lane Boca Raton, Florida 33487

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XII - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned have executed these Article of Incorporation on this 10 th day of October ,2000.

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EMPIRE CORP

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STATE OF FLORIDA

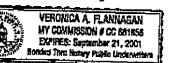
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 10th day of October, 2000, by Thomas Murray, who are personally known to me or who have produced a driver's license as identification and who did take an oath.

sign Vluvica, a Parragen

print <u>Veronica A Flannagan</u>

State of Florida at Large My Commission Expires:



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CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

BOOT SHEET TO SHEET T

In pursuance of Chapter 48.091 of the Florida Statutes, the following is submitted in compliance with said Act:

First: National Marketing Group, Inc., desiring to be organized under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation in the City of Boca Raton, County of Broward, State of Florida, has named Thomas Murray, whose business office is located at 621 N.W. 53rd Street, Suite #315, Boca Raton, Florida 33487 as its registered agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate. I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

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