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FILED

00 OCT 16 AM 10:21

October 12, 2000

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

900003426719--6  
-10/17/00--01007--020  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Attn: New Filings Section

Enclosed is the original four (4) page set of "Articles of Incorporation" for chartering a new Florida corporation.

The selected name of this new corporation is Excell Marketing and Promotions, Inc.

My personal check in the amount of \$78.75 is enclosed to cover the filing fees, including a certified copy of the Articles, to be returned to me.

Please return the certified copy and other relevant papers to the address shown below. Thank you for your assistance.

Sincerely yours,

*Robert J. March*

Robert J. March  
Registered Agent  
1558 S.W. Underwood Avenue  
Port St. Lucie, Florida 34953

Robert March GAVE

AUTHORIZATION BY PHONE TO  
CORRECT ADD Principal address  
DATE Article VIII  
DOC. EXAM ON 10/18/00

10-25046-100-

ARTICLES OF INCORPORATION  
OF  
**EXCELL MARKETING AND PROMOTIONS, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE 1

The name of the corporation is: **EXCELL MARKETING AND PROMOTIONS, INC.**

ARTICLE 2

The duration of this corporation is perpetual, unless dissolved according to law.

ARTICLE 3

The purpose of this corporation is to engage in any activity or business permitted under the law of the United States and Florida. The initial business activity will be to conduct marketing, advertising and promotional programs with clients throughout the counties of Indian River, Okeechobee, St. Lucie, Martin and Palm Beach.

ARTICLE 4

The aggregate number of shares of stock, which this Corporation shall have authority to issue, is 100,000 shares of Class A Common stock at \$1.00 par value per share. The initial issue of Capital stock of this corporation shall be 5,000 shares. Fully paid stock of this corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of Capital stock that have been issued shall be the stated capital of the Corporation, and the excess, if any, shall constitute capital surplus.

ARTICLE 5

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of all of the stock issued and outstanding, at a Shareholders' meeting called for that purpose.

ARTICLE 6

Stockholders of the Corporation shall have pre-emptive rights to acquire their pro-rata share of stock of the Corporation for all issues of any class of stock, no matter when authorized, and for whatever consideration is contemplated. Pre-emptive rights shall also apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of Treasury Stock.

#### ARTICLE 7

Unless otherwise provided for in the Corporation's By-laws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

#### ARTICLE 8

The street address of this Corporation's initial registered office in Florida is:

1558 S.W. Underwood Avenue

Port St. Lucie, FL 34953

And the name of its initial registered agent at that address is Robert J. March. Telephone number is (561) 344-3300.

The principal address is the same as the registered office.

#### ARTICLE 9

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of a Board of Directors, which shall have five (5) members initially. The number of Directors may be increased or decreased by the Shareholders from time to time as provided in the By-laws of the Corporation.

#### ARTICLE 10

The names and street addresses of the members of the first Board of Directors, who shall hold office until their successors have been duly elected, are as follows:

Barbara K. (Kitty) March	1558 S.W. Underwood Avenue Port St. Lucie, Florida 34953
Karen A. Alley	428 Akron Avenue/ B-1 Stuart, Florida 34994
Alicia M. Wallman	758 S.E. Lighthouse Drive Port St. Lucie, Florida 34983
Lisa A. Paparella	4280 McCarty Road Fort Pierce, Florida 34945
Robert J. March	1558 S.W. Underwood Avenue Port St. Lucie, Florida 34953

#### ARTICLE 11

The name and street address of the Incorporator signing these Articles of Incorporation is as follows:

Robert J. March	1558 S.W. Underwood Avenue Port St. Lucie, Florida 34953
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#### ARTICLE 12

No contract or other transaction between this Corporation and one of its Directors, or other corporation with common Directors, shall be void because of such relationship or interest. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or

committee thereof, which authorizes, approves or ratifies such contract or transactions.

#### ARTICLE 13

The By-laws of the Corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the unanimous affirmative vote of the Board of Directors, or by the affirmative vote of a majority of Shareholders at any meeting.

#### ARTICLE 14

The following additional provisions are hereby adopted as a part of these Articles of Incorporation.

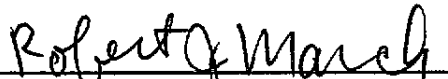
- A. No person shall be required to own stock in the Corporation as a condition precedent to holding an office in this Corporation.
- B. The Board of Directors may prescribe a method for replacement of lost stock certificates, and prescribe reasonable conditions of security upon issuance of new certificates.
- C. The Board of Directors, by the affirmative unanimous vote of the Directors then in office, shall have authority to establish reasonable compensation of all Directors for services to the Corporation as Directors.

#### ARTICLE 15

Unless otherwise provided in the Corporation's By-laws, no shares of the Capital stock of this Corporation may be transferred without the prior approval of the Board of Directors.

#### ARTICLE 16

The Corporation shall Indemnify its officers and Directors for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law.

  
Robert J. March, Incorporator

State of Florida  
County of St. Lucie

The foregoing Articles of Incorporation were sworn to and acknowledged before me this 12<sup>th</sup> day of October 2000, by Robert J. March, who is personally known, or has produced identification.



Roger A. Priest  
Commission # CC 971587  
Expires Nov. 7, 2004  
Bonded Thru  
Atlantic Bonding Co., Inc.

  
Notary Public, State of Florida

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

FILED  
00 OCT 16 AM 10:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

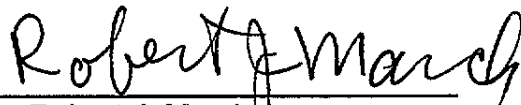
In pursuance of Sections 48.091(1) and 607.034, Florida Statutes, the following  
is submitted in compliance thereof:

That **EXCELL MARKETING AND PROMOTIONS, INC.**, desiring to organize  
under the laws of the State of Florida, with its initial registered office in Florida  
being in the county of St. Lucie, at 1558 S.W. Underwood Avenue, Port St. Lucie,  
Florida 34953, has named Robert J. March, located at that same address to  
accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated  
corporation, at the initial registered office of the Corporation in this State, I hereby  
accept to act in this capacity and agree to comply with the provisions of said  
statute relative to keeping the registered office of the Corporation open from  
10:00 a.m. to noon each day, except Saturdays, Sundays and legal holidays, and  
to post therein a sign designating the name of the Corporation and the name of  
its registered agent.

By:



Robert J. March  
1558 S.W. Underwood Avenue  
Port St. Lucie, FL 34953

Phone 561-344-3300