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PAUL R. CORBETT
Attorney At Law
1801 East Lake Road, Ste. 14G
Palm Harbor, Florida 34685
(727) 789-6080

Also Admitted
Massachusetts

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 OCT 19 PM 3:02

October 4, 2000

By Mail

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

600003415216--9
-10/05/00--01085--013
*****70.00 *****70.00

Re: Filing ~~C.M.E. Ltd., Inc.~~

Dear Sir:

Enclosed please find check for filing fees of **\$70.00** together with Articles of Incorporation and Designation of Registered Agent and Registered Office all duly executed.

After approval would you kindly return a copy of these documents to me at the above address. Thank you for your cooperation in this matter.

Sincerely,



Paul R. Corbett
PRC:ne

506-2544
W000-24343

10/19/00



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 OCT 19 PM 3:03

FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 6, 2000

PAUL R. CORBETT, ESQUIRE
1801 EAST LAKE ROAD
SUITE 14G
PALM HARBOR, FL 34685

SUBJECT: C.M.E. LTD., INC.
Ref. Number: W00000024343

We have received your document for C.M.E. LTD., INC.. However, the document has not been filed and is being returned for the following:

The use of LIMITED or LTD. is not acceptable as a corporate suffix. The name must include a word such as INCORPORATED, INC., CORPORATION, CORP., COMPANY, or CO.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 900A00053119

ARTICLES OF INCORPORATION
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 OCT 19 PM 3: 03

CAPTURE MARKETING ENTERPRISES, Inc.

Pursuant to Section 607.0202, Florida Statutes, these Articles of Incorporation provide that:

1. The name of the corporation is CAPTURE MARKETING ENTERPRISES, Inc. ("Corporation").
2. The Corporation shall commence existence on the date these Articles of Incorporation are approved by the Florida Secretary of State for the purpose of providing marketing services and all other purposes for which corporations are authorized to conduct business under Florida law.
3. The principal office of the Corporation is located at 3953 Belmoor Drive, Palm Harbor, Florida 34685.
4. The aggregate number of shares authorized to be issued by the Corporation is 1000 shares of common stock having no par value and each shareholder shall have preemptive rights so as to maintain his proportionate interest in the Corporation..
5. The Registered Agent is Paul R. Corbett and the initial Registered Office of the Corporation is 1801 East Lake Road, Suite 14G, Palm Harbor, Florida 34685.
6. Paul R. Corbett of 1801 East Lake Road, Suite 14G, Palm Harbor, Florida 34685 is the Incorporator authorized to execute these Articles of Incorporation.
7. The Corporation shall have three (3) directors initially. The number of directors may be changed from time to time as provided in the By-Laws of the Corporation, provided the board shall always consist of at least one (1) director. The initial Board of Directors shall be:

Mary E. Bailey, 3953 Belmoor Drive, Palm Harbor, FL 34685
Gregory A. Barber, 3953 Belmoor Drive, Palm Harbor, FL 34685
Paul R. Corbett, 1801 East Lake Road, Ste.14G, Palm Harbor, FL 34685

Date: October 18, 2000.

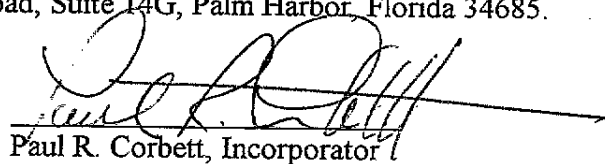

Paul R. Corbett, Incorporator

DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE
OF
CAPTURE MARKETING ENTERPRISES, Inc.

1. Capture Marketing Enterprises, Inc. hereby designates Paul R. Corbett of 1801 East Lake Road, Suite 14G, Palm Harbor, Florida 34685 as its Registered Agent to accept service of process within the State of Florida.

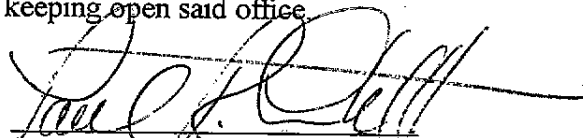
2. Capture Marketing Enterprises, Inc. hereby designates that its Registered Office shall be located at 1801 East Lake Road, Suite 14G, Palm Harbor, Florida 34685.

Date: October 18, 2000


Paul R. Corbett, Incorporator

ACKNOWLEDGEMENT

I, Paul R. Corbett, hereby accept this appointment and agree to act in the capacity of Registered Agent to accept service of process for Capture Marketing Enterprises, Inc. at the Registered Office designated above, and I understand and agree to comply with the provisions of the Florida Statutes relative to keeping open said office.


Paul R. Corbett, Registered Agent

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