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Beth A Culbertson EA
812 Tamiami Trail Suite 1
Port Charlotte FL 33953

FILED

00 NOV 22 AM 9:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

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*****70.00 *****70.00

Wallace Marketing Group, Inc.
RE: *Wallace & Associates, Inc.*

October 26, 2000

GENTLEMEN:

ENCLOSED PLEASE FIND THE ORIGINAL ARTICLES OF CORPORATION AND A COPY, TOGETHER WITH A CHECK IN THE AMOUNT OF \$70.00.

THIS REPRESENTS THE COST OF THE FILING FEES AND THE FEE FOR THE REGISTERED AGENT DESIGNATION FOR THE ABOVE NAMED CORPORATION.

SINCERELY,

Beth

Beth A Culbertson EA
812 Tamiami Trail Suite 1
Port Charlotte FL 33953

W 26102
P 11/27/00



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 31, 2000

BETH A CULBERTSON EA
812 TAMiami TRAIL, SUITE 1
PORT CHARLOTTE, FL 33953

SUBJECT: WALLACE & ASSOCIATES, INC.
Ref. Number: W00000026102

We have received your document for WALLACE & ASSOCIATES, INC. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

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.

If you have any further questions concerning your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 200A00056564

ARTICLES OF INCORPORATION
of
Wallace Marketing Group, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME AND ADDRESS

The name of the corporation is:

Wallace Marketing Group, Inc.

The corporate address is:

23513 Almond Avenue
Port Charlotte, FL 33954

The mailing address is:

23513 Almond Avenue
Port Charlotte, FL 33954

ARTICLES II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue five thousand shares (5,000) of one Dollar (\$1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Agent of this Corporation is:

NAME: John B. Wallace
ADDRESS: 23513 Almond Avenue
CITY: Port Charlotte, FL 33954

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial directors of the corporation are as follows:

NAME: John B. Wallace
ADDRESS: 23513 Almond Avenue
CITY: Port Charlotte, FL 33954

NAME: Donna F. Wallace
ADDRESS: 23513 Almond Avenue
CITY: Port Charlotte, FL 33954

ARTICLE VII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation are as follows:

NAME: John B. Wallace
ADDRESS: 23513 Almond Avenue
CITY: Port Charlotte, FL 33954

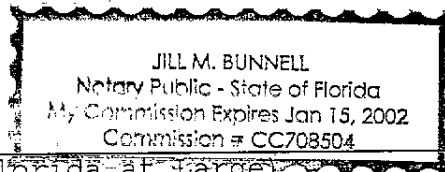
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20th day of November, 2000.

John B. Wallace

STATE OF FLORIDA
COUNTY OF CHARLOTTE

before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared John B. Wallace known to me and known to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed the Articles of Incorporation. IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 20th day of November, 2000.

Jill M. Bunnell



(Notary Public, State of Florida at Large)

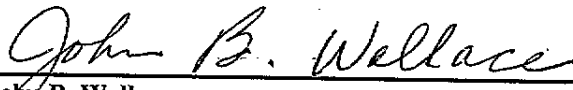
**CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT
OF**

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00 NOV 22 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Wallace Marketing Group, Inc.

ACKNOWLEDGMENT

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 provisions of Florida Law in keeping open said office.



John B. Wallace