ACCOUNT NO. : 072100000032

REFERENCE: 956469 7236154

AUTHORIZATION ...

ORDER DATE: January 8, 2001

ORDER TIME : 10:02 AM

ORDER NO. : 956469-005

CUSTOMER NO: 7236154

CUSTOMER: Ms. Sharon L. Smith

Ms. Sharon Leigh Smith

16933 Lake Street

Umatilla, FL 32784

DOMESTIC FILING

NAME:

ULTIMATESUCCESS

MARKETING COMPANY, INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP

ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY

_ PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133

EXAMINER'S INITIALS:

300003527533--5

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
OI JAN -8 PH 1: 07

ARTICLES OF INCORPORATION

OF

ULTIMATESUCCESS MARKETING COMPANY, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

ULTIMATESUCCESS MARKETING COMPANY, INC.

The address of the principal office of this corporation shall be 5449 South Semoran Boulevard, Suite 223, Orlando, Florida 32822, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors is:

Sharon L. Smith 5449 South Semoran Boulevard, Suite 223, Dir. Orlando, Florida 32822

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS

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ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

The Company Corporation 2711 Centerville Road Suite 400 Wilmington, Delaware 19808

The undersigned incorporator has executed these Articles of Incorporation on January 8, 2001.

Its Agent, Laura R. Dunlap Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Its Agent, Laura R. Dunlap

Authorized Service Representative

Corporation Service Company

jkq