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FLORIDA PROFIT CORPORATION OR P.A.

MARSHALL FINANCIAL, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 6, 2001

FAS-T

SUBJECT: MARSHALL FINANCIAL, INC.
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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

ARTICLES OF INCORPORATION
OF
MARSHALL FINANCIAL, INC.

EFFECTIVE DATE
01-31-01

I, TODD MARSHALL, being of legal age, do hereby sign these presents for the purpose of becoming a Corporation under the laws of the State of Florida authorizing the formation of Corporations.

These Articles of Incorporation are to be effective on the 31 day of JANUARY, 2001. (If no date is inserted, these articles are to be effective as of the date of filing with the Secretary of State).

ARTICLE I

The name of the Corporation shall be:

MARSHALL FINANCIAL, INC.

ARTICLE II

The general nature of the business and the objects and purposes to be transacted and carried on are to do any and all things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

SALES AND MARKETING CONSULTANTS

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authority; to purchase, hold, sell and transfer shares of its own capital stock; subject however, to such limitations as may be provided by law, capital stock owned by the corporation shall not be voted upon directly, nor counted as outstanding for the purpose of any stockholders' quorum or vote; and to do all acts and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes thereafter or before enumerated or incidental to the powers herein named, or which shall at any time appear conductive or expedient for the benefit or protection of the corporation, either as holders of, or interested in any property, or otherwise; and to exercise all of the powers which are now or may hereinafter be conferred upon the corporation generally by the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

ONE THOUSAND (1,000) SHARES,

ONE (1.00) DOLLAR PAR VALUE,

COMMON STOCK

ARTICLE IV

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

ARTICLE V

The initial address of said corporation shall be:

500 LOCK ROAD STE 15
DEERFIELD BEACH, FL 33442

with the privilege of having its office and branch offices at

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other places within or without the State of Florida.

ARTICLE VI

The number of Directors of this Corporation shall be not less than one (1) nor more than three (3), and the initial Board of Directors of this Corporation shall be comprised of ONE (1) member.

ARTICLE VII

The names and street addresses of the persons who are appointed to act as directors until the first annual meeting of the Stockholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
TODD MARSHALL	500 LOCK ROAD #15 DEERFIELD BEACH, FL 33442

ARTICLE VIII

The name and addresses of the persons signing these Articles of Incorporation as a Subscriber and the number of shares each has agreed to purchase are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
TODD MARSHALL	500 LOCK ROAD #15 DEERFIELD BEACH, FL 33442	500

These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the Board of directors, proposed by them to the Stockholders, and approved at a Stockholder's meeting by a majority of the

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stock entitled to vote thereon.

ARTICLE X

The address of the registered office of this Corporation shall be:

5300 N. W. 33 AVENUE STE 117
FT LAUDERDALE, FL 33309

ARTICLE XI

The Corporation has designated as its Registered Agent, ALLAN SERCHAY, who is a resident of the State of Florida, and whose business office is the same as that of the Registered Office.

IN WITNESS WHEREOF, I, the undersigned, being the original subscriber to the capital stock hereinabove named, and for the purpose of forming a Corporation pursuant to the corporation laws of the State of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true and do agree to take the number of shares of stock hereinabove set forth, and accordingly have hereunto set forth our hand and seal at Fort Lauderdale, Broward County, Florida, this ____08 day of ____JANUARY____, 2001.

Todd O Marshall (SEAL)
TODD MARSHALL

STATE OF FLORIDA)
COUNTY OF) SS

BEFORE ME, the undersigned authority, personally
appeared TODD MARSHALL,
personally known to me to be the individual described in and
who executed the foregoing Certificate of Incorporation, and
acknowledged before me that they executed the same for the
purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and
official seal at Broward County, Florida, this 8th day of
JANUARY _____, 2001.



Lori M. White
NOTARY PUBLIC - STATE OF FLORIDA
My Commission Expires: 12/07/03

ACKNOWLEDGMENT

_____ named as Registered Agent for the Above-
state corporation at the place designated in these Articles,
I hereby accept to act in this capacity, and agree to comply
with the provisions of all applicable statutes relative to
keeping open such office.

Allan Serchay
REGISTERED AGENT
ALLAN SERCHAY

c: \pw\corpfile\MARSHALL FINANCIAL, INC.

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