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ACCOUNT NO. : 072100000032

REFERENCE : 172959 7105965

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Piggott

ORDER DATE : June 4, 2001

ORDER TIME : 2:57 PM

ORDER NO. : 172959-005

CUSTOMER NO: 7105965

CUSTOMER: J. Robert McCormack, Esq
Persante & McCormack
Attorneys At Law
Unit 15
2555 Enterprise Road
Clearwater, FL 33763

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2001 JUN 4 DOMESTIC FILING

NAME: BETTER MARKETING GROUP, INC.

FLORIDA STATE
TALLAHASSEE, FLORIDA

JUN 4 2001 FILED

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: Deborah Schroder - EXT. 1118
EXAMINER'S INITIALS:

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ARTICLES OF INCORPORATION
OF
BETTER MARKETING GROUP, INC.

2001 JUN-4 PM 3:54

SAC-10001 STATE
TALLAHASSEE FLORIDA

ARTICLE I

NAME

The name of this Corporation is BETTER MARKETING GROUP, INC.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Corporation and mailing address is:

405 Central Avenue, Suite 202
St. Petersburg, Florida 33701

ARTICLE III

TERM

The term of existence of this Corporation is perpetual.

ARTICLE IV

PURPOSE

This Corporation is organized to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE V

CAPITAL STOCK

This Corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar

(\$1.00) par value common stock.

ARTICLE VI

DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation, who shall serve until their successors are elected and have qualified or until removed are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Chairman, Curtis Pope	405 Central Avenue, Suite 202 St. Petersburg, Florida 33701

ARTICLE VII

OFFICERS

The affairs of this Corporation shall be administered by the officers designated by the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the shareholders, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors, are as follows:

<u>OFFICE</u>	<u>NAME AND ADDRESS</u>
President, Vice President, Treasurer	Curtis Pope 405 Central Avenue, Suite 202 St. Petersburg, Florida 33701

ARTICLE VIII

REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and office of this corporation is as follows:

Registered Agent:

J. Robert McCormack

Office of Registered Agent:

2555 Enterprise Rd.
Unit 15
Clearwater, FL 33763

ARTICLE IX

INDEMNIFICATION

Every Director and every officer of this Corporation serving this Corporation at its request, shall be indemnified by this Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being of having been a Director or officer of this Corporation, or by reason of his serving or having served this Corporation at its request, whether or not he is a Director or officer or is serving at the time such expenses or liabilities are incurred; provided that in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties and also in the event of a settlement, before entry of judgment, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of this Corporation. The foregoing

right of indemnification shall be in addition to and not exclusive of all other rights to which that person may be entitled.

ARTICLE X

BYLAWS

The first Bylaws of this Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE XI

AMENDMENTS

Amendments to the Articles of Incorporation shall be first adopted in resolution form by majority vote of the Board of Directors, who shall direct in its proceedings that the proposed amendment be submitted to a vote of the shareholders either at an annual meeting or a special meeting called for that purpose. At the shareholders' meeting, the affirmative vote of the holders of a majority of shares entitled to vote shall be required for adoption of the proposed amendment.

ARTICLE XII

SUBSCRIBER

The name and address of the Subscriber to these Articles of Incorporation is as follows:

NAME

J. Robert McCormack

ADDRESS

2555 Enterprise Rd.
Unit 15
Clearwater, FL 33763

IN WITNESS WHEREOF, the Subscriber has hereunto affixed his signature on the

1st day of June, 2001

J. Robert McCormack
J. Robert McCormack

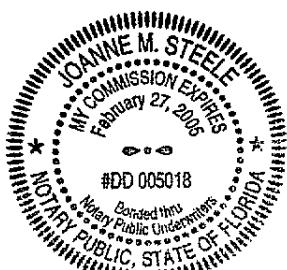
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STATE OF FLORIDA
TALLAHASSEE FLORIDA

STATE OF FLORIDA)
COUNTY OF PINELLAS)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared J. ROBERT McCORMACK, to me known to be the person in and who executed the foregoing instrument for the purposes therein expressed.

Witness my hand and official seal in the County and State last aforesaid this 1st day of June, 2001.



Joanne M. Steele
Notary Public - State of Florida
My Commission Expires:

**CERTIFICATE OF ACCEPTANCE OF
REGISTERED AGENT**

I, CURTIS POPE, as Registered Agent for BETTER MARKETING GROUP, INC., do hereby agree to accept Service of Process on behalf of the Corporation, to keep my office located at 2555 Enterprise Rd., Unit 15, Clearwater, Florida 33763, County of Pinellas, State of Florida, open during prescribed hours; and to post my name in some conspicuous place in the above-stated office as required by law.

DATED: June 1, 2001

J. Robert McCormack

J. ROBERT McCORMACK
Registered Agent