

P010000071066

LAW OFFICES

JEFFREY A. DEVORE, P.A.

Republic Security Bank Tower • 1555 Palm Beach Lakes Boulevard • Suite 1501 • West Palm Beach, Florida 33401
Telephone: (561) 478-5353 • (800) 840-0053 • Facsimile (561) 478-2144
www.visabank.com

Jeffrey A. Devore
FLORIDA BAR BOARD CERTIFIED
IMMIGRATION & NATURALIZATION LAW

Scott D. Devore
Stuart F. Karden

OF COUNSEL
Alfred Zucaro, Jr.

London Affiliate Office

MERRIMAN WHITE
3 KING'S BENCH WALK
INNER TEMPLE
LONDON EC4Y 7DJ
TELEPHONE
(020) 7936-2050

July 17, 2001

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

Re: FIRE FLY MARKETING, INC.
Articles of Incorporation

100004484601--1
-07/18/01--01065--001
*****78.75 *****78.75

Dear Sir/Madam:

Enclosed please find the following:

- Articles of Incorporation for FIRE FLY MARKETING, INC. (original and one copy); and
- Our check in the amount \$78.75 covering the following:
 - a. Filing fee;
 - b. Registered Agent designation; and
 - c. Certified copy fee.

Please be so kind as to file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned in the self-addressed, pre-paid UPS airbill and envelope provided for your convenience. Your prompt attention to this matter is appreciated.

Sincerely,


JEFFREY A. DEVORE

JAD/cja
Enclosures

01 JUL 18 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

D. WHITE JUL 19 2001 6✓

ARTICLES OF INCORPORATION
OF
FIRE FLY MARKETING, INC.

FILED
01 JUL 18 PM 12:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of the Corporation is: FIRE FLY MARKETING, INC.

ARTICLE II - DURATION

This Corporation shall commence its existence on the date of filing these Articles with the Secretary of State and shall exist perpetually hereafter unless sooner dissolved according to law.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the laws of the United States, the State of Florida, or any other State, Province, Territory or Nation.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1000 shares of common stock having a par value of \$1.00 per share. All of said stock shall be payable in cash, property (real or personal) or labor or services of just valuation to be fixed by the Board of Directors.

FIRE FLY MARKETING, INC.

Page 1 of 5

ARTICLE V - CUMULATIVE VOTING

Shareholders of this Corporation may vote their stocks cumulatively. Each shareholder shall have the total number of votes which is equal to the number of shares of stock with voting rights which such shareholder holds multiplied by the number of directors to be elected. The shareholder may give all of their votes to one candidate or distribute them among as many candidates as the shareholder may wish. Notice must be given by any shareholder to the President or Vice President of the Corporation not less than 24 hours prior to the time set for the holding of a shareholders meeting for the election of directors that such shareholder intends to cumulate his vote at said election.

ARTICLE VI - PREEMPTIVE RIGHTS

The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, those shares of the common stock of this Corporation which may be issued from time to time for money, property or past services in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder and all shares of common stock currently authorized and issued.

**ARTICLE VII - INITIAL REGISTERED OFFICE,
AGENT, AND PRINCIPAL PLACE OF BUSINESS**

The street and mailing address of the initial registered office and principal place of business of this Corporation is 5200 Town Center Circle, Suite 105, Boca Raton, Florida 33486, and the initial registered agent of this Corporation at such office shall be Jody Wolff who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VIII - BOARD OF DIRECTORS

A Director is not required to be a resident of the State of Florida or a Shareholder of the Corporation.

ARTICLE IX - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Jody Wolff	5200 Town Center Circle Suite 105 Boca Raton, Florida 33486

ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal the Bylaws of this Corporation shall be vested in the Board of Directors and Shareholders.

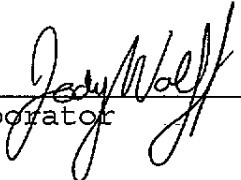
ARTICLE XI - INDEMNIFICATION

This Corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law either now existing or hereafter enacted. The private property of the stockholders cannot be subject to the payment of the corporate debts except as otherwise required by law.

ARTICLE XII - AMENDMENTS

Any provision of these Articles of Incorporation or any amendment to them may be amended or repealed by vote of the Shareholders.

IN WITNESS HEREOF, the undersigned subscriber has executed these Articles of Incorporation this 17 day of July 2001.



Incorporator

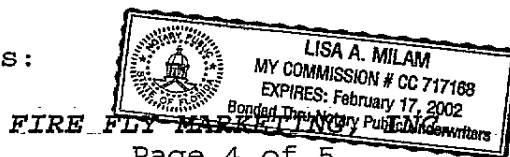
STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The foregoing Articles of Incorporation of the FIRE FLY MARKETING, INC., were acknowledge before me this 17th day of July 2001 by Jody Wolff, as Incorporator.



Notary Public

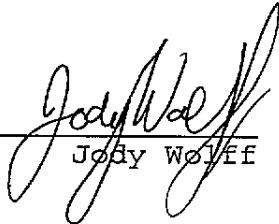
My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for FIRE FLY MARKETING, INC., at the place designated in the Articles of Incorporation, Jody Wolff agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

Date: 07/17/01



Jody Wolff

FILED
01 JUL 18 PM 12:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA