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200 SOUTHEAST SIXTH STREET
FORT LAUDERDALE, FLORIDA 33301

P02000004645

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

RE: MOTIVATIONAL MARKETING, INC.

Dear Sir or Madam:

We enclose herewith the original and (1) copy of the proposed Article of Incorporation of the above captioned corporation.

Please file the original and return a certified copy to this office in the enclosed franked envelope.

We enclosed our check in the sum of \$78.75 for the filing fee of the above corporation.

Thank you for your cooperation in this regard.

Very truly yours,



Christopher E. Ells, Esq.

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02 JAN -9 AM 9:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA

01-15-02
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**ARTICLES OF INCORPORATION
OF
MOTIVATIONAL MARKETING, INC.**

ARTICLE I

The name of the corporation is:

MOTIVATIONAL MARKETING, INC.

(hereinafter called the "Corporation")

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TALLAHASSEE FLORIDA

ARTICLE II PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under the General Corporation Act of the State of Florida.

ARTICLE III CAPITAL STOCK

The aggregate number of shares in which the corporation shall have the authority to issue is 1000 shares of Common Stock, par value \$1.00 per share.

ARTICLE IV OFFICERS

The officers of the corporation shall be as follows:
HANK FEINGOLD, President

ARTICLE V REGISTERED AGENT

The registered agent of the corporation shall be:
HANK FEINGOLD
2545 E. Sunrise Blvd., #163
Fort Lauderdale, 33304

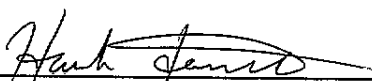
ARTICLE VI CORPORATION ADDRESS

MOTIVATIONAL MARKETING, INC.
2545 E. Sunrise Blvd., #163
Fort Lauderdale, 33304

ARTICLE VII INCORPORATOR'S ADDRESS

HANK FEINGOLD
2545 E. Sunrise Blvd., #163
Fort Lauderdale, 33304

ARTICLE VIII EXECUTION OF CORPORATION


HANK FEINGOLD, President

**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENTS IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

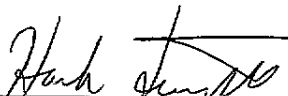
1. The name of the Corporation is:

MOTIVATIONAL MARKETING, INC.

2. The name and address of the registered agent and office is:

HANK FEINGOLD
2545 E. Sunrise Blvd., #163
Fort Lauderdale, 33304

Having been named as registered agent and to accept service of process for the above mentioned corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)

1-3-02
(Date)