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FLORIDA PROFIT CORPORATION OR P.A.

E-MARKETING ENGINE, INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION**OF****E-MARKETING ENGINE, INC.**

The undersigned, acting as incorporator(s) of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I**NAME OF CORPORATION**

The name of the corporation shall be E-MARKETING ENGINE, INC.

ARTICLE II**DURATION**

This corporation is to have perpetual existence.

ARTICLE III**NATURE OF BUSINESS**

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV**CAPITAL STOCK**

The corporation is authorized to issue five hundred (500) shares all at one (\$1.00) Dollar par value. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE V**CORPORATION ADDRESS**

The initial street address in the State of Florida of the principal office of this corporation is as follows: 960 Arthur Godfrey Road, Suite 401, Miami Beach, FL 33140.

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ARTICLE VI**INITIAL REGISTERED AGENT**

The initial Registered Agent of this corporation is as follows: **CHARLES L. NEUSTEIN, ESQ.**

ARTICLE VII**INITIAL BOARD OF DIRECTORS**

This corporation shall have one (3) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the By-Laws of the corporation in the manner provided by law, but shall never be less than one (1).

NAME(S)**ADDRESS(ES)****ALISON R. NEUSTEIN****960 Arthur Godfrey Road, Suite 401
Miami Beach, FL 33140****JAIME SCHYCKO****960 Arthur Godfrey Road, Suite 401
Miami Beach, FL 33140****KEITH CLARK****960 Arthur Godfrey Road, Suite 401
Miami Beach, FL 33140****ARTICLE VIII****INCORPORATIONS**

The name(s) and address(es) of the Incorporator(s) signing these Articles is/are.

NAME(S)**ADDRESS(ES)****ALISON R. NEUSTEIN****960 Arthur Godfrey Road, Suite 401
Miami Beach, FL 33140**

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ARTICLE IX**AMENDMENT OF BY-LAWS**

The power to adopt, alter, named or appeal the By-laws of this corporation shall be vested in the Board of Directors and shall be by majority vote.

ARTICLE X**INDEMNIFICATION**

The corporation shall indemnify any officer of director, or any former officer or director, to full extent permitted by law.

ARTICLE XI**INFORMAL ACTION OF DIRECTORS**

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation and the writing evidencing their consent are filed with the Secretary of the Corporation, the action be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XII**AMENDMENT OF ARTICLES**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, for the purpose of forming a corporation for profit under the laws of the State of Florida.



ALISON R. NEUSTEIN

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STATE OF FLORIDA)

SS:

COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized to take acknowledgments, personally appeared ALISON R. NEUSTEIN, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, as incorporator(s) and acknowledged before me that she subscribed to said Articles of Incorporation.

WITNESS my hand and seal this 19th day of March, 2002.


NOTARY PUBLIC STATE OF FLORIDA
Print: SUSANA CARVAJAL
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # 00849411
Commission Expires 02/28/2004
BONDED THIRD AS A 1-888-NOTARY1

REGISTERED AGENT CERTIFICATE

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST - That **E-MARKETING ENGINE, INC.** desiring to organize under the laws of the State of Florida, with its principal offices as indicated in the Articles of Incorporation, in the City of Miami Beach, County of Dade, State of Florida, has named **E-MARKETING ENGINE, INC.** located at 960 Arthur Godfrey Road, Suite 401, Miami Beach, FL 33140.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping said office open.


ALISON R. NEUSTEIN

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STATE OF FLORIDA)

अनु:

COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me a Notary Public, duly authorized to take acknowledgments personally appeared **ALISON R. NEUSTEIN** to me well know to be the person described in and who executed the Registered Agent Certificate.

WITNESS my hand and seal this 19 day of March, 2002.

[Signature]
NOTARY PUBLIC STATE OF FLORIDA
Print: SUSANA CARVAJAL
NOTARY PUBLIC - STATE OF FLORIDA
Commission # CC044911
EXPIRES 2/22/2004
BONDED THRU ASA 1-963-NOTARYS

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TALLAHASSEE, FLORIDA

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