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TRANSMITTAL LETTER

FILED

02 APR -1 AM 10:16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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*****87.50 *****87.50

SUBJECT: Marshall Holdings, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy
 \$87.50 Filing Fee, Certified Copy & Certificate of Status

ADDITIONAL COPY REQUIRED

FROM: S. Marshall Martin
Name (Printed or typed)

14341 Sabal Drive
Address

Miami Lakes, Florida 33014
City, State & Zip

(305) 828-8309
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

CB 4-8

ARTICLES OF INCORPORATION

OF

MARSHALL HOLDINGS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I Name

The name of the corporation shall be MARSHALL HOLDINGS, INC. (the "Corporation").

Article II Principle Office

The principle place of business/ mailing address is 14341 Sabal Drive, Miami Lakes, Florida 33014.

Article III Purpose

The purpose for which the Corporation is organized is to conduct any lawful business for which corporations may be incorporated under the Florida Business Corporation Act, 607.0101 *et seq.*

Article IV Capital Stock

The number of shares of stock authorized by this corporation shall be 2,000,000 shares of common stock, each such share having a par value of \$0.01 currency of the United States of America.

Shares may be issued only for a consideration having a value determined by the sole judgement of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and non-assessable.

Article IV Preemptive Rights

The holders of common shares shall have preemptive rights to purchase any shares of the Corporation hereafter issued or any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares. Said shares shall be acquired as nearly as may be done without the issuance of fractional shares.

Preemptive rights shall not apply to the issuance of common stock resulting from incentive stock option program(s).

Article V Term of Existence

The Corporation shall have perpetual existence.

Article VI Director(s)

The number of directors may be increased from time to time in the manner set forth in the By-laws, but the number of directors shall never be less than one (1).

The name and address of the first Board of Director(s) who shall hold office until the first annual meeting of shareholders or until successor(s) are elected and qualified shall be S. Marshall Martin, 14341 Sabal Drive, Miami Lakes, Florida 33014.

ARTICLES OF INCORPORATION
OF
MARSHALL HOLDINGS, INC.

Article VII Registered Agent

The name and Florida street address of the registered agent is S. Marshall Martin, 14341 Sabal Drive, Miami Lakes, Florida 33014.

Article VIII Incorporator

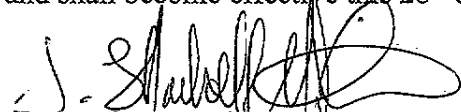
The name and street address of the incorporator of these Articles of Incorporation is S. Marshall Martin, 14341 Sabal Drive, Miami Lakes, Florida 33014.

Article IX Indemnification of Officers and Directors

Each director and officer of the Corporation now or hereafter serving as such, shall be indemnified and be held harmless by the Corporation against any and all claims and /or liabilities to which he has or shall become subject by reason of serving or having served as such director or officer; and the Corporation shall reimburse each such person for all legal expenses including legal expenses on appeal matter.

The right of indemnification herein above provided for shall not be exclusive of any rights to which any director or officer of the Corporation may otherwise be entitled by law.

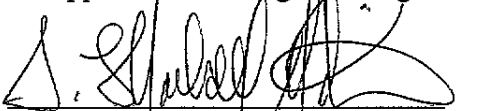
IN WITNESS WHEREOF, the foregoing Articles of Incorporation were executed and shall become effective this 28th day of March 2002.



S. Marshall Martin, Incorporator

* * * * *

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



S. Marshall Martin, Registered Agent

Date: March 28, 2002