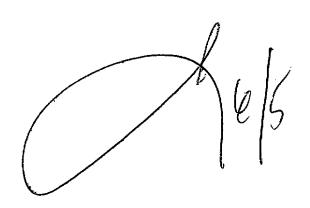


TRANSMITTAL LETTER

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

900005692079--7 -06/05/02--01028--002 *****78.75 *****78.75

SUBJECT:	Manning Sales & Marketing, Inc. (Proposed Corporate name - must include suffix)		de-	
Enclosed are	an original and one (1) copy of the articles	s of incorporation and	a check for:	
S70.00 Filing Fee	Filing Fee & Certificate of Status	\$78.75 Filing Fee &Cert. Copy	S87.50 Filing Fee, Certified Copy, & Certificate of Status	;
FROM:	Deborah L Grotheer 7035 US Hwy. 301 S			~.
	Riverview FL 33569 813 672-8297			02 N



ARTICLES OF INCORPORATION OF

Manning Sales & Marketing, Inc.

ARTICLE I - NAME

The name of this corporation is Manning Sales & Marketing, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

<u>ARTICLE IV - COMMENCEMENT OF CORPORATE BUSINESS</u>

This corporation requests the date of corporate existence of June 1st, 2002

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 7035 US Hwy. 301 South, Riverview, FL 33569 and the name of the initial registered agent is Deborah Grotheer.

ARTICLE VI - ADDRESS OF PRINCIPAL OFFICE

The mailing address for this corporation is 2222 Kenwick Drive, Valrico FL 33594.

ARTICLE VII - COMMON STOCK

Number. The aggregate number that the corporation shall have the authority to issue is 1,000 shares of common stock with a value of \$1.00 per share.

<u>Initial Issue.</u> One Hundred (100) shares of the common stock of the corporation shall be issued for the cash value of \$1.00 per share, 100 Shares being issued to James Manning.

Stated Capital. The sum of the value of all shares of common stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

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SECRETARY OF STATE
ANALYSISE FLORID.

<u>Dividends.</u> The holders of the outstanding common stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the common stock of the corporation.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time in accordance with the by-laws. The name and address of the initial directors are:

NAME

ADDRESS

Director:

James Manning

2222 Kenwick Drive

Valrico FL 33594

Director:

Donna Manning

2222 Kenwick Drive

Valrico FL 33594

ARTICLE IX - INCORPORATOR

The name and address of the incorporator is James Manning, 2222 Kenwick Drive, Valrico FL 33594.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this _______ day of May 2002.

ACCEPTANCE BY REGISTERED AGENT

The undersigned, Deborah L. Grotheer, being appointed in the foregoing Afticles of Incorporation as registered agent for said corporation this 31 day of May 2002.

Deborah L. Grotheer