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ACCOUNT NO. : 072100000032

REFERENCE : 625487 7340572

AUTHORIZATION :

COST LIMIT : \$: PPD

ORDER DATE : June 17, 2002

ORDER TIME : 3:45 PM

ORDER NO. : 625487-005

CUSTOMER NO: 7340572

CUSTOMER: Mr. Curtis Pope
Card Marketing Group, Inc.

115 112th Avenue North,
Suite 105
Saint Petersburg, FL 33716

600005872996--7
-06/20/02--01002--008
*****70.00 *****70.00

DOMESTIC FILING

NAME: CARD MARKETING GROUP, INC.

EFFECTIVE DATE: .

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Ginger Simmons - EXT. 1139

EXAMINER'S INITIALS:

FILED
2002 JUN 19 PM 12:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
02 JUN 19 PM 4:57
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

Card Marketing Group, Inc.

FILED

2002 JUN 19 PM 12:08

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: Card Marketing Group, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

115 112th Avenue North, Suite 105
St. Petersburg, Florida 33716

ARTICLE III CAPITOL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 7,500

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Curtis Pope
115 112th Avenue North, Suite 105
St. Petersburg, Florida 33716

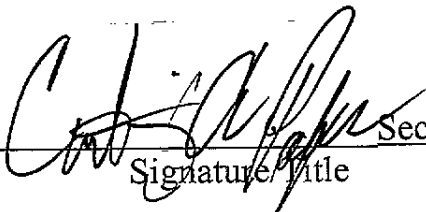
ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

Curtis Pope
115 112th Avenue North, Suite 105
St. Petersburg, Florida 33716

The undersigned has (have) executed these Articles of Incorporation this 13th

Day of June, 2002.



Signature/Title Secretary

Signature/Title

Signature/Title

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: Card Marketing Group, Inc.

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

Curtis Pope

(NAME)

115 112th Avenue North, Suite 105

(P.O. BOX NOT ACCEPTABLE)

St. Petersburg, Florida 33716

(CITY/STATE/ZIP)

SIGNATURE

(corporate officer)

TITLE Secretary

DATE June 13, 2002

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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

DATE

REGISTERED AGENT FILING FEE: \$35.00

FILED
2002 JUN 19 PM 12:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA