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REPLY TO: KEY WEST OFFICE

Florida Department of State

Division of Corporations

409 East Gaines Street

Tallahassee, FL 32399

DIRECT DIAL: (305)295-6804 EMAIL: kbiskner@taflaw.com

APRIL 14, 2003

HISTORIC CHURCH CIRCLE 415 BROAD STREET. SUITE 601 POST OFFICE DRAWER 88 KINGSPORE, TN 37662-0088 TELEPHONE. 423,378,3040 FACSIMILE: 423.378.5773

MILE MARKER 0 OF U.S. 1 **501 WHITEHEAD STREET**

KEY WEST, FL 33040-6585

TELEPHONE: 303.296.8480 FACSIMILE: 305.293.7825

100TH STREET CENTER 10095 OVERSEAS HIGHWAY MARATHON, FL 33050-3336 TELEPHONE: 305.289.8707 FACSIMILE: 305.743.9439

Consumer Products Marketing, Inc. Re:

Dear Sir or Madam:

ST. AUGUSTINE, FL 32084 TELEPHONE: 904.823.1440 FACSIMILE: 904.824.2420

FIRST UNION BANK BUILDING Please find enclosed Articles of Incorporation for the above referenced 24 CATHEDRAL PLACE. SUITE 506 corporation, and a check in the amount of \$87.50, representing the following:

	Total	\$87.50
E-MAIL: postmaster@taflaw.com	Certified Copy	<u>8.75</u>
FACSIMILE: 305.531.1708	Certificate of Status	8.75
MIAMI BEACH, FL 33140 TELEPHONE: 305.571.1899	Designation of Registered Agent	35.00
CORNER OF MERIDIAN & 41 st 777 ARTHUR GODFREY RD, 2 ND FL	Filing fee	35.00

Please return one certified copy along with the certificate of status to the undersigned in the enclosed envelope.

Sincerely,

THE ANDERSEN FIRM A PROFESSIONAL CORPORATION

Kennern Biskner Enclosu

5007 APR 23 AM 10: 30

ARTICLES OF INCORPORATION

OF

2003 APR 23 AM 10: 30

FILED

CONSUMER PRODUCTS MARKETING GROUP, INC. AUGUAL IARY OF STATE IALLAHASSEE FLORIDA

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

ARTICLE I - NAME

The name of the corporation shall be CONSUMER PRODUCTS MARKETING GROUP, INC.

ARTICLE II - PURPOSE

This corporation is organized for the general purpose of transacting all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III - PRINCIPAL OFFICE

The street and mailing address of the initial principle place of business of this corporation shall be:

914 Grinnell Street Key West, FL 33040

ARTICLE IV - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock, each share having no par value.

ARTICLE V - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the initial registered office of the corporation, and the name of the registered agent at that office, are as follows:

The Andersen Firm, A Professional Corporation 501 Whitehead Street Key West, FL 33040

ARTICLE VI - INCORPORATOR

The name and street address of the sole incorporator of this corporation is:

Kenneth J. Biskner, Jr. 501 Whitehead Street Key West, FL 33040

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial board of directors shall consist of one (1) member. The name and address of the person who will serve on the initial board of directors is:

Name

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Address

Diane B. Rhoades

914 Grinnell Street Key West, FL 33040

ARTICLE VII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors of the corporation.

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding at any regular meeting of the stockholders or at any special meeting of the stockholders called for that expressed purpose.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 14^{th} day of April, 2003.

Kenneth/J. Diskner, Jr. Incorporator

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to the provisions of § 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement to designate the registered agent and registered office, in the State of Florida.

- 1. The name of the corporation is Consumer Products marketing Group, Inc.
- 2. The name and address of the registered agent and office is:

The Andersen Firm, A Professional Corporation 501 Whitehead Street Key West, FL 33040

Kenneth Y. Biskner, Jr., Incorporator Date: April 14, 2003

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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.

William E. Andersen, President THE ANDERSEN FIRM, A PROFESSIONAL CORPORATION

Registered Agent, Consumer Products Marketing Group, Inc.

Date: April 14, 2003