

JUN 02 2005 12:33 PM

No. 3576 P. 1 of 1

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BASIC AMENDMENT

PREMIER PARTNERS MARKETING, INC

Certificate of Status	0
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Corporate Filing

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Restated
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**ARTICLES OF RESTATEMENT OF THE
ARTICLES OF INCORPORATION
OF
PREMIER PARTNERS MARKETING, INC.**

No. 3576 P. 2
FILED
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TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act, Chapter 607, Florida Statutes, Premier Partners Marketing, Inc., a corporation organized and existing under the laws of Florida, pursuant to a resolution duly adopted by its Board of Directors, hereby adopts the following Restated Articles of Incorporation.

ARTICLE I

Name

The name of the corporation is PREMIER PARTNERS MARKETING, INC. (the "Corporation"). The mailing address and the street address of the Corporation's initial principal office is 7040 W. Palmetto Park Road, Suite 106, Boca Raton, Florida 33433.

ARTICLE II

Purpose and Powers

This Corporation is organized for the transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Florida, as such laws may be amended from time to time. This Corporation shall have and exercise any and all power that corporations have and may exercise under the laws of the state of Florida, specifically including the provisions of Section 607.0302, Florida Statutes, as amended from time to time, except such powers as are inconsistent with the express provisions of these Articles of Incorporation or By-Laws.

ARTICLE III

Authorized Shares

A. The total number of shares that the Corporation is authorized to issue and

have outstanding at any given time is One Thousand Shares (1,000) shares of common stock. Such shares shall be all of the same class. No preferences, qualifications, limitations, restrictions (except transfer restrictions applicable to all shares), or special rights, other than those provided by law, shall exist with respect to any of the shares of the Corporation or any of the holders of such shares.

B. The Corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than the permitted numbers of shareholders allowed under 26 U.S.C.A. §1361 (or its successor section) for those corporations qualifying as a small business corporation (Subchapter S-Corporation). The Corporation may not issue any shares of stock to any shareholder which is not qualified to hold such shares in a corporation qualifying as a small business corporation (Subchapter S-Corporation) under 26 U.S.C.A. §1361.

C. At any time and from time to time when authorized by resolution of the board of directors and with the approval of its stockholders holding a majority of the outstanding shares of common stock, the Corporation may issue or sell any shares of its capital stock, whether out of the unissued shares authorized by the Articles of Incorporation of the Corporation as originally filed or by any amendment of the articles, or out of shares of its stock acquired after the issue. The Corporation may receive in payment, in whole or in part, for any shares of its stock issued or sold by it, any tangible or intangible property or benefit to the Corporation including cash, promissory notes, services performed, promises to perform services evidenced by a written contract. In the absence of actual fraud in the transaction, the determination of the directors of the Corporation as to the adequacy of the consideration received or to be received for shares shall be conclusive. All stock, when

issued, shall be fully paid, and non-assessable.

ARTICLE IV
Restrictions Related to the Issuance of Shares

Except as permitted under Paragraph D of Article VI, the Corporation shall have authority to issue its shares only to the sole incorporator and to purchasers from the Corporation. The Corporation shall not issue more than forty-nine percent (49%) of its authorized shares to any purchaser who is not the sole incorporator, nor more than fifty-one percent (51%) of its shares to the sole incorporator.

ARTICLE V
Preemptive Rights

Each shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for a pro rata portion of:

(1) Any stock that the Corporation may issue or sell, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment of the Articles of Incorporation or out of shares of stock of the Corporation acquired by it after issuance and whether issued for cash, promissory notes, services, property, or other securities of the Corporation; or

(2) Any obligation that the Corporation may issue or sell which is attached or pertinent to any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock.

ARTICLE VI
Restrictions Related to Transfer of Shares

A. No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the Corporation without first offering

such shares for sale to the Corporation at the value determined by an appraisal or such value as agreed upon from time to time by the holders of a majority of the issued and outstanding shares, whichever is greater. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to the Corporation at its principal place of business and remain open for acceptance by the Corporation for a period of thirty (30) days from the date of mailing. If the Corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, then the shareholder shall have the right to dispose of his or her shares as provided under, Paragraph D, below.

B. On the death of any shareholder, the Corporation shall have the right to purchase all shares owned by such shareholder immediately prior to his or her death on such terms as are set forth in Paragraph A, above, and this provision shall be binding on the executor, administrator, or personal representative of each shareholder.

C. Each share certificate issued by the Corporation shall have printed or stamped on it the following legend: "These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation of the Corporation. A copy of such Articles is on file at the principal office of the Corporation."

D. In the event a shareholder desires to sell his or her shares of stock and the Corporation fails or refuses to make satisfactory arrangements for the purchases of such shares, as provided in Paragraph A, above, he or she must first offer them for sale to the remaining shareholders, it being the intention to give the remaining shareholders a preference in the purchase of such shares. Any attempted sale in violation of this provision shall be null and void. A shareholder desiring to sell his or her stock shall file notice in writing of his or her intention with the secretary of the Corporation, stating the terms of sale,

and unless his or her terms are accepted by any or all of the other stockholders within sixty (60) days, they shall be deemed to have waived their privilege of purchasing and such shareholder shall have the right to sell to anyone else, subject to the approval of the holders of a majority of the issued and outstanding shares, except to a prospective shareholder which is not permitted to hold shares in a corporation qualifying as a small business corporation under 26 U.S.C.A. §1361.

ARTICLE VII
Annual Distribution Related to S-Corporation Status

At least annually, following the close of each fiscal year, the Corporation shall distribute to the shareholders, pro rata as their interests may appear, an amount in cash equal to that certain percent of the sum of (i) the net ordinary income or loss plus (ii) the net capital gain or loss recognized by the Corporation during the preceding fiscal year, as shall be determined by two-thirds (2/3rds) of the holders of the issued and outstanding shares of the Corporation. These distributions shall be made only on or before March 15 of the year following the fiscal year for which the distributions are being made. The Corporation may make interim distributions on the basis of the estimated income to be recognized by the Corporation during the fiscal year at any time or times during the fiscal year as the shareholders holding a majority of the issued and outstanding shares shall agree to be appropriate. All of the distributions to shareholders shall be made only out of the income and surplus legally available and to the extent otherwise permitted by law.

ARTICLE VIII
Term of Existence

The term of existence of this Corporation is perpetual.

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ARTICLE IX
Incorporator

The name and address of the incorporator is:

Patrick Cioffi, Jr.
7040 West Palmetto Park Road, Suite 106
Boca Raton, FL 33433

ARTICLE X
Registered Office

The street address of the Corporation's registered office and name of its registered agent at such address is as follows:

Patrick Cioffi, Jr.
7040 West Palmetto Park Road, Suite 106
Boca Raton, FL 33433

ARTICLE XI
Amendments

These Articles of Incorporation may be amended by resolution of the Board of Directors, who shall recommend the proposed amendment or amendments to the shareholders and which shall be approved by the holders of a majority of the shares outstanding at a regular or special meeting of shareholders or by written consent thereof.

IN WITNESS WHEREOF, I have subscribed my name as President of the Corporation this 1 day of June, 2005.



Patrick Cioffi, Jr., President
PREMIER PARTNERS MARKETING, INC.

Jun. 2. 2005 12:15PM

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CERTIFICATE

I, Patrick Cioffi, Jr., do hereby certify that I am the President of PREMIER PARTNERS MARKETING, INC., a Corporation organized and existing under the laws of the state of Florida (the "Corporation"), and I further certify that:

FIRST: The Name of the Corporation is PREMIER PARTNERS MARKETING, INC.

SECOND: The forgoing Articles of Restatement do not contain amendments to the Articles of Incorporation requiring shareholder approval.

IN WITNESS WHEREOF, I have subscribed my name as the President of the Corporation this 1 day of June, 2005.



Patrick Cioffi, Jr., President
PREMIER PARTNERS MARKETING, INC.