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DOOLEY & DRAKE, P.A.

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Florida Department of State  
Division of Corporations  
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05 JUN 15 AM 9:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FLORIDA PROFIT CORPORATION OR P.A.**  
**STRUCTURED MARKETING, INC.**

Certificate of Status	0
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**ARTICLES OF INCORPORATION****OF****STRUCTURED MARKETING, INC.**

These Articles of Incorporation are made and subscribed for the purposes of organizing a corporation for profit under the Florida General Corporation Act, Chapter 607, Florida Statutes.

**ARTICLE I - NAME AND PRINCIPAL OFFICE ADDRESS**

The name and principal office of this Corporation are:

STRUCTURED MARKETING, INC.  
8586 Potter Park Drive  
Sarasota, Florida 34238

**ARTICLE II - PURPOSE**

This Corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE III - CAPITAL STOCK**

This Corporation is authorized to issue ONE THOUSAND (1,000) shares of common stock, par value of ONE DOLLAR (\$1.00) per share.

**ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 1432 First Street, Sarasota, Florida 34236, and the name of the initial registered agent of this Corporation at that address is CHRISTOPHER C. MORRISON.

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**ARTICLE V - INITIAL BOARD OF DIRECTORS**

The initial Board of Directors of this Corporation shall be:

JEFF RAND

Address:

8586 Potter Park Drive

Sarasota, Florida 34238

**ARTICLE VI - RESTRICTIONS ON MEMBERSHIP TO**

**BOARD OF DIRECTORS**

This Corporation shall have One (1) director initially. The number of directors may be increased or diminished from time to time, by Bylaws adopted by the stockholders, but shall never be less than one.

**ARTICLE VII - INCORPORATOR**

The name and address of the person signing these Articles are:

CHRISTOPHER C. MORRISON

1432 First Street

Sarasota, Florida 34236

**ARTICLE VIII - BYLAWS**

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the shareholders, and except to the extent limited by the shareholders, in the Board of Directors.

**ARTICLE IX - DURATION**


The existence of this Corporation shall commence on the date of subscription and acknowledgment of these Articles, and shall be perpetual.

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**ARTICLE X - AMENDMENT**

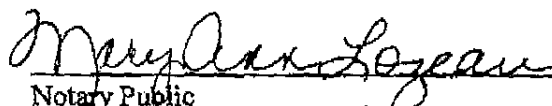
This Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law, and any right conferred upon the stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 15<sup>th</sup> day of June, 2005.

  
CHRISTOPHER C. MORRISON  
Incorporator

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me on the 15<sup>th</sup> day of June, 2005, by CHRISTOPHER C. MORRISON, who is personally known to me.

  
Notary Public  
Print Name: MARY ANN LOZEAU  
My Commission expires:  
[SEAL]



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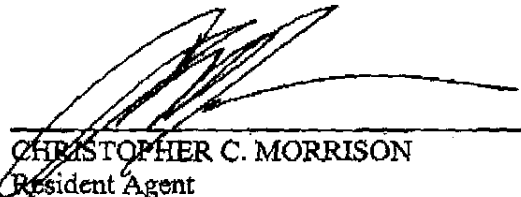
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First--That STRUCTURED MARKETING, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at County of Sarasota, State of Florida, has named CHRISTOPHER C. MORRISON, located at 1432 First Street, County of Sarasota, State of Florida, as its agent to accept service of process within this state.

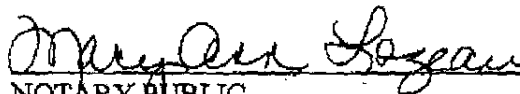
**ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)**

Having been named to accept service of process for the above-stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
CHRISTOPHER C. MORRISON  
Resident Agent

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me on the 15<sup>th</sup> day of June, 2005, by CHRISTOPHER C. MORRISON, who is personally known to me.

  
NOTARY PUBLIC  
Print Name: MARY ANN LOZEAU  
My Commission expires:  
[SEAL]



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