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Fax Number : (850) 617-6381

From:

Account Name : ARNSTEIN & LEHR LLP  
Account Number : I20060000021  
Phone : (954) 713-7633  
Fax Number : (954) 713-7733

**FLORIDA PROFIT/NON PROFIT CORPORATION**

**M&F Marketing, Inc.**

D. WHITE OCT 31 2007

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**ARTICLES OF INCORPORATION  
OF M&F MARKETING, INC.**

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The undersigned, being a natural person competent to contract, does hereby subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I  
NAME**

The name of the Corporation is **M&F Marketing, Inc.**

**ARTICLE II  
DURATION**

The term of existence of the Corporation is perpetual.

**ARTICLE III  
PURPOSE**

The Corporation may transact any and all lawful business for which corporations may be organized under the Florida Business Corporation Act.

**ARTICLE IV  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 909 SE 5th Avenue, Suite 201, Delray Beach, FL 33483.

**ARTICLE V  
CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be Five Hundred (500) shares of common stock, par value \$.0001 per share. Classes and series of the preferred stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such classes of preferred stock as adopted by the Board of Directors.

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**ARTICLE VI  
REGISTERED OFFICE AND AGENT**

The street address of the Corporation's registered office is 200 E. Las Olas Boulevard, Suite 1700, Fort Lauderdale, FL 33301. The name of the Corporation's registered agent at that office is Joel D. Mayersohn.

**ARTICLE VII  
INITIAL DIRECTORS**

This Corporation shall have two (2) Directors initially. Provided that the corporation has at least one director, the number of directors may at any time be increased or decreased to a maximum of three (3) as provided in the bylaws.

**ARTICLE VIII  
INITIAL DIRECTORS**

The names and addresses of the initial Directors of this corporation are Mark Gerstenfeld, 909 SE 5th Avenue, Suite 201, Delray Beach, FL 33483; and Fred Sternberg, 909 SE 5th Avenue, Suite 201, Delray Beach, FL 33483. These individuals shall serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified.

**ARTICLE VIII  
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as the Incorporator is Joel D. Mayersohn, 200 E. Las Olas Boulevard, Suite 1700, Fort Lauderdale, FL 33301.

**ARTICLE IX  
AFFILIATED TRANSACTIONS**

The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

**ARTICLE X  
CONTROL SHARE ACQUISITIONS**

The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

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**ARTICLE XI  
INDEMNIFICATION**

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on this 30th day of October 2007.



Joel D. Mayersohn, Incorporator

**CERTIFICATE OF ACCEPTANCE BY  
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of **M&F Marketing, Inc.**, a Florida corporation (the "Corporation"), in the Corporation's Amended and Restated Articles of Incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's Amended and Restated Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 30th day of October 2007.



Joe D. Mayersohn  
Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA