

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224 8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1 800 342-8062

FAX (904) 222-1222

NAME

FIRM

ADDRESS

PHONE ()

Service: Top Priority Regular
One Day Service Two Day Service

To us via Return via

Master No. Express Mail No.

State Fee \$ Our \$

JAN 27 1995 BSB

REQUEST TAKEN CONFIRMED APPROVED

DATE

TIME

BY

AAK

WALK-IN

Will Pick Up 1-27 12:02

RE: The Professional

Sales Group, (Marcel J. J. J.)

C.C. FEE. DISBURSED

Capital Express™

Art. of File

Corporate Search

Ind. Partnership

Foreign Corp. Info

(Copies)

Amend. File

Dissolution/Withdrawal

C U S-

Fictitious Name File

Name Reservation

Annual Report/Reinstatement

Reg. Agent Service

Document Filing

Corporate Kit

Vehicle Search

Driving Record

Document Retrieval

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

File No.'s. Copies

Courier Service

Shipping/Handling

Phone ()

Top Priority

Express Mail Prep

FAX () pgs.

SUBTOTALS

FEE.....

DISBURSED.....

SURCHARGE.....

TAX on corporate supplies.....

SUBTOTAL.....

PREPAID.....

BALANCE DUE.....

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days 18% per Annum

THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION
OF
THE PROFESSIONAL SALES GROUP, (MARCO ISLAND), INC.

A Florida Corporation

I, the undersigned, hereby make, subscribe, acknowledge, and file these Articles of Incorporation for the purpose of becoming a corporation for profit under the laws of the State of Florida, and do hereby certify that I have become such corporation under and pursuant to the following Articles of Incorporation:

ARTICLE I

The name of the corporation is:

THE PROFESSIONAL SALES GROUP, (MARCO ISLAND), INC.

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time is 60, all of which is without par value. All stock shall be paid and non-assessable. (Shares of stock without nominal or par value may be issued and disposed of for such consideration as may be fixed, from time to time, by the Board of Directors).

ARTICLE IV

The corporation shall have perpetual duration.

ARTICLE V

The initial street address of the registered office of the corporation shall be and is 301 Yamato Road, Boca Raton, FL 33431, and the name of the initial registered agent of the corporation at this address is Roy Simpson.

The business shall be located at 301 Yamato Road, Boca Raton, FL 33431.

FILED
JAN 27 4 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI

The number of directors of this corporation shall be and in one (1). That number may be increased (or diminished) from time to time by the By-Laws adopted by the Stockholders.

ARTICLE VII

The names and addresses of the members of the first board of directors, who, subject to the provisions of the Certificate of Incorporation, the By-Laws of the corporation and the laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are as follows:

Roy Simpson
c/o Binder & Binder
301 Yamato Road
Boca Raton, FL 33431

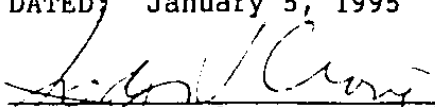
ARTICLE VIII

The officers of the corporation shall be a President, Secretary and Treasurer, and such other officers, agents and factors as may be deemed necessary, including one or more Vice Presidents. All officers, agents and factors shall be chosen in such manner, hold their offices for such terms and have such powers and duties as maybe prescribed by the By-Laws or determined by the Board of Directors. Any person may hold two or more offices except that the President or Vice President shall not also be the Secretary of Assistant Secretary of this corporation.

The corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this day for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make and file, in the Office of the Secretary of State of Florida, these Articles of Incorporation and certify that the facts herein stated are true.

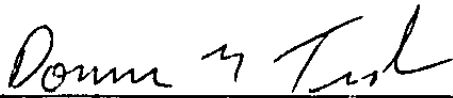
DATED: January 5, 1995


Jody V. Crowley, Incorporator
283 Washington Avenue,
Albany, New York 12206

STATE OF NEW YORK
COUNTY OF ALBANY ss:

Before me personally appeared, Jody V. Crowley, to me well known and known to me to be the individual described in an who executed the foregoing Articles of Incorporation, and acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 5th day of January, 1995.



Donna M. Tidings, Notary Public

FILED
ST. JAMES 1/11/95
JAN 11 1995
CLERK OF COURT
JAN 11 1995

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

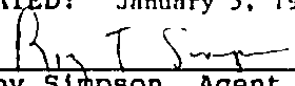
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: That THE PROFESSIONAL SALES GROUP, (NARCO ISLAND), INC. desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation at c/o Binder and Binder, 301 Yamato Road, Boca Raton, FL 33431, County of Palm Beach, State of Florida, has named Roy Simpson, at that address as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above named 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.

DATED: January 5, 1995



Roy Simpson, Agent

ARTICLE OF INCORPORATION
OF
THE PROFESSIONAL SALES GROUP, BOCA RATON, INC.
A Florida Corporation

FILER:

Corporate Service Bureau, Inc.
283 Washington Avenue
Albany, New York 12206