9500011886 ANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327 Tallahassee, FL 32314

SUBJECT: MARKETING CENTERS OF AMERICA, INC. Proposad corporata nama - must include suffix 600001404486 -02/13/35--01048--003 *****78.75 *****78.75 Enclosed is an original and one (1) copy of the articles of incorporation and a check for: \$78.75 \$122.50 **↑\$131.25** \$70.00 RICHARD H. PAINTER (813)377-0788

Name (printed or typed) SARASOTA, FL. 34233 City, State & Zip (813) 377 - 0788 Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

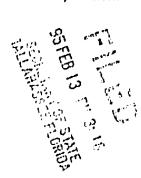
ARTICLES OF INCORPORATION

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

ARTICLE I NAME

The name of the corporation shall be:

MARKETING CENTERS OF AMERICA, INC.



ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

4475 ATWOOD CAY CIRCLE (P. U. BOX 36031) SARASOTA, FL, 34233

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

3000

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

RICHARD H, PAINTER 4475 ATWOOD CAY CIRCLE SARASOTA, FL 34233

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of incorporation is(are):

RICHARD H. PAINTER 4475 ATWOOD CAY CIRCLE SARASOTA, FL 34233

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

10 day of FEBRUARY, 1995.

' Signatur

Signature

Signature

Articles of Incorporation Filing Fee - \$35

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1.	The name of the corporation 3: MARKETING	CENTERS OF AMERICA,
		INC

2. The name and address of the registered agent and office is:

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RICHARD H. FAINTER
(Name)
4475 ATWOOD CAY CIRCLE
(P.O. Box not acceptable)
SARASOTA, FL 34233
(Ćity/State/Zip)

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.

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DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL