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LAW OFFICES OF

Arthur F. Mott, Jr.

Attorney and Counselor at Law

Post Office Box 7617  
St. Petersburg, Florida 33734

Telephone  
(813) 546-9896

February 3, 1995

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: H & W Marketing International, Inc.

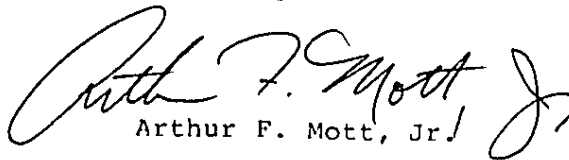
Greetings:

Please find enclosed the original new charter for the above referenced corporation and a check or money order payable to the Secretary of State in the amount of \$122.50 to cover your various fees.

Please file this charter with your official records and return a certified copy to the undersigned, indicating the charter number and date of filing.

Thank you for your attention to this matter.

Sincerely,

  
Arthur F. Mott, Jr.

enclosures

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MAR - 8 PM 3:18  
TALLAHASSEE, FLORIDA

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D. BROWN MAR - 9 1995

ARTICLES OF INCORPORATION  
OF  
H & W MARKETING INTERNATIONAL, INC.

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TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following articles of incorporation.

ARTICLE I

NAME

The name of the corporation is H & W MARKETING INTERNATIONAL, INC.,  
whose mailing address is 8798 95th Avenue North, Largo, FL 34647.

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 incorporated under the Florida General Corporation Act.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is Seven thousand five hundred (7,500), which shall be common shares having no par value.

ARTICLE V

PREEMPTIVE RIGHTS

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE VI

COMMENCEMENT OF EXISTENCE

This corporation shall be deemed to commence its existence as of the date these articles are filed with the Florida Department of State.

ARTICLE VII

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 8798 95th Avenue North, Largo, FL 34647, and the name of the initial registered agent at such address is Eugene N. Hendley, Sr.

ARTICLE VIII

DIRECTORS

The board of directors of the corporation shall consist of at least one (1) and no more than nine (9) members. The names(s) and address(es) of the first board of directors are:

Eugene N. Hendley, Sr.  
8798 95th Avenue North  
Largo, FL 34647

Raymond Plair  
2622 88th Street East  
Palmetto, FL 34221

Thomas P. Carman  
558 Southwest Boulevard North  
St. Petersburg, FL 33703

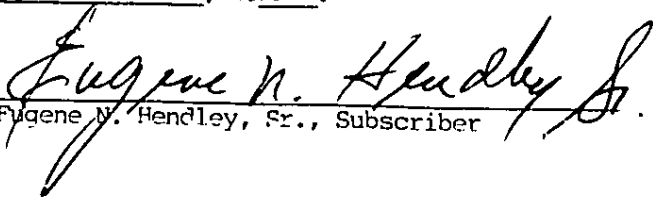
ARTICLE IX

SUBSCRIBER(S)

The name(s) and address(es) of the subscriber(s) to these Articles of Incorporation is/are:

Eugene N. Hendley, Sr.  
8798 95th Avenue North  
Largo, FL 34647

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this      day of February, 1995.

  
Eugene N. Hendley, Sr., Subscriber

STATE OF FLORIDA

COUNTY OF PINELLAS

Before me, the undersigned authority, personally appeared \_\_\_\_\_  
Eugene N. Hendley, Sr.

identified to me by means of \_\_\_\_\_,  
\_\_\_\_\_, who acknowledged that he has read and  
signed the foregoing Articles of Incorporation freely and voluntarily, for the  
purposes therein expressed and that he (did)(did not) take an oath.

Witness my signature and seal of office this 6<sup>th</sup> day of February,  
1995.

Commission no. and  
expiration date:

Alice Schotta CC133962  
\_\_\_\_\_, Notary Public  
Alice SoBo Hr

NOTARY PUBLIC, STATE OF FLORIDA.  
MY COMMISSION EXPIRES: Sept. 20, 1995.  
BONDED THRU NOTARY PUBLIC UNDERWRITERS.

FILED

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CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE FOR

H & W MARKETING INTERNATIONAL, INC.

H & W MARKETING INTERNATIONAL, INC., a corporation organizing under the laws of the State of Florida, has designated 8798 95th Avenue North, Largo, Pinellas County, Florida, as its registered office in the State of Florida, and Eugene N. Hendley, Sr. as its registered agent, located at said registered office, this      day of February, 1995.

H & W MARKETING INTERNATIONAL, INC.,  
organizing as a Florida corporation,

By: Eugene N. Hendley Sr.  
EUGENE N. HENDLEY, SR., Subscriber

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ACCEPTANCE

The undersigned agrees to accept the position as registered agent for H & W MARKETING INTERNATIONAL, INC., and to maintain the registered office designated above and to fulfill all the duties and responsibilities of a registered agent as required by law.

Witness my signature this 5 - 6 -, 1995.

Eugene N. Hendley Sr.  
EUGENE N. HENDLEY, Registered Agent