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FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 9, 1995

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***122.50 ***122.50

Florida Secretary of State
Division of Corporations
P.O. Box 6327
409 East Gaines Street
Tallahassee, Florida 32314

Re: Life Saver Marketing Services, Inc.

Ladies & Gentlemen:

You will find enclosed 2 sets of Articles of Incorporation for Life Saver Marketing Services, Inc. for filing, together with a check for \$122.50 in payment of the following:

Filing Fees	\$35.00
Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>
	\$122.50

When these have been filed, please return a certified copy to me at the above address. Thank you for your assistance.

Sincerely,


Alan B. Fields

ABF:hs

Enclosures
2 Sets of Articles
Check

NANCY HENDRICKS MAY 15 1995

Articles of Incorporation

of

Life Saver Marketing Services, Inc.

The undersigned, for the purpose of creating a corporation under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation shall be Life Saver Marketing Services, Inc.

ARTICLE II - DURATION

The duration of the Corporation is perpetual, unless sooner dissolved by the officers or shareholders as provided for by the laws of Florida.

ARTICLE III - PRINCIPAL OFFICE

The principal office of the Corporation shall be at 671 Goodlette Road, Suite 130, Naples, Florida 33940

ARTICLE IV - PURPOSES AND POWERS

The purpose of the Corporation is to do any and all lawful business for which corporations may be incorporated under the laws of Florida

ARTICLE V - AUTHORIZED STOCK

The Corporation is authorized to issue one thousand (1,000.00) shares of stock with a par value of ten cents (\$0.10). Such stock shall be of a single class.

ARTICLE VI - REGISTERED AGENT

The initial Registered Agent is Alan B. Fields. The initial Registered Office of the Corporation is 850 Fifth Avenue South, Naples, Florida 33940. The Registered Agent and the Registered Office may be changed by the Board of Directors at any time.

ARTICLE VII - INITIAL DIRECTORS

The names and addresses of the initial Board of Directors of the Corporation are as follows:

James M. Raley, Jr.

671 Goodlette Road, Suite 130
Naples, FL 33940

James Franzen

69 Anchor Drive

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TALLAHASSEE, FLORIDA

John A. Smith

Indian Harbor Beach, FL 32937

850 Fifth Avenue South
Naples, Florida 33940

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator is:

Alan B. Fields
850 Fifth Avenue South
Naples, Florida 33940

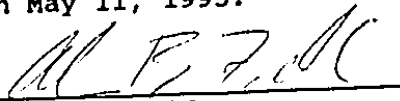
ARTICLE IX - AFFILIATED TRANSACTIONS

The Corporation, pursuant to Section 607.108(5)(a) Florida Statutes, expressly elects not to be covered by Section 607.108 Florida Statutes, pertaining to Affiliated Transactions.

ARTICLE X - INDEMNIFICATION

The Corporation shall have the authority to indemnify any current or former officer, director, employee or agent in its Bylaws, by agreement with such officer, director, employee or agent as authorized by the Board of Directors, or as otherwise permitted by Florida law. The Corporation, pursuant to Section 607.014(9) Florida Statutes, exercises its right in these Articles of Incorporation to forbid court ordered indemnification of its officers, directors, employees and agents other than (i) pursuant to an express agreement between the officer, director, employee or agent and the Corporation or (ii) in situations where indemnification is mandatory under Section 607.014(3) Florida Statutes or (iii) in a suit by or in the right of the Corporation where an officer or director has been adjudged liable and the Board of Directors has recommended indemnification, but owing to the restrictions of Section 607.014(2) Florida Statutes is unable to authorize such indemnification. Should a court of competent jurisdiction hold that this limited restriction is ineffective or impermissible under the statute, the foregoing shall be interpreted to restrict all court ordered indemnification under Section 607.014(9).

IN WITNESS WHEREOF, the undersigned Incorporator does hereby execute these Articles of Incorporation on May 11, 1995.


Alan B. Fields,
Incorporator

ACKNOWLEDGEMENT

STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this _____ day of May 11, 1995 by Alan B. Fields () who is personally known to me or () who has produced _____ as identification and who did not take an oath.

[Seal]



HONGEN L BRADFIELD
My Commission CO327509
Expires Nov. 01, 1997
Bonded by HAI
800-422-1065

[Handwritten Signature]

Typed or Printed Name

Title or Rank

Serial Number, if Any

ACCEPTANCE BY REGISTERED AGENT

I, Alan B. Fields, hereby accept the appointment as Registered Agent for Life Saver Marketing Services, Inc. and acknowledge my acceptance below with my signature below, as of May 11, 1995.

[Handwritten Signature]

Registered Agent