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networks

PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. 072100000032

REFERENCE : 603098 10270A

AUTHORIZATION :

COST LIMIT : 0

ORDER DATE : May 22, 1995

ORDER TIME : 3:02 PM

ORDER NO. : 603098

CUSTOMER NO: 10270A

CUSTOMER: Raleigh Greene III, Esq
GREENE COX & DILLAHUNTY, P.A.

248 First Avenue, North

St. Petersburg, FL 33701

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DOMESTIC FILING

NAME: PEARCE MARKETING, INC.

X ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

X CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS: T. BROWN MAY 23 1995

FILED
95 MAY 22 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
PEARCE MARKETING, INC.**

FILED
95 MAY 22 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME, PRINCIPAL OFFICE AND MAILING ADDRESS

The name of the Corporation shall be Pearce Marketing, Inc., and the initial principal office and the initial mailing address of the Corporation is 7300 2nd Avenue South, St. Petersburg, FL 33707.

ARTICLE II - CORPORATE DURATION

The Corporation shall have perpetual existence beginning on the date these Articles are filed in the Office of the Secretary of State.

ARTICLE III - PURPOSE AND POWERS

The general purposes for which the corporation is organized are:

1. To engage in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.
2. To exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The authorized capital stock of the Corporation shall be 1,000 shares of common stock, all of one class, having a par value of

\$1.00 per share.

ARTICLE V - BOARD OF DIRECTORS

The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1). The directors shall be elected and hold office as provided in the Bylaws.

ARTICLE VI - BYLAWS

The Board of Directors shall adopt Bylaws for the Corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the stockholders in accordance with the provisions of the Bylaws. Any Bylaws adopted by the Board of Directors or the stockholders may be altered, amended or repealed by the other group; provided, however, that any Bylaw adopted by the stockholders may provide that it shall be altered, amended or repealed only by the stockholders.

ARTICLE VII - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation shall be 7300 2nd Avenue South, St. Petersburg, FL 33707 and the name of the initial registered agent of the Corporation located at said address shall be Richard J. Pearce.

ARTICLE VIII - INCORPORATOR

The name and address of the initial incorporator is Richard J.

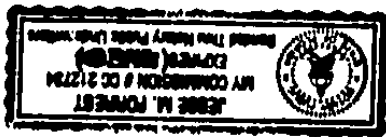
Pearce, 7300 2nd Avenue South, St. Petersburg, FL 33707.

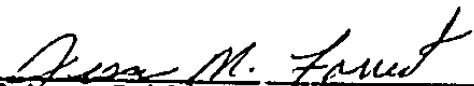
IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 19 day of May, 1995.


Richard J. Pearce

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this ____ day of May, 1995, by Richard J. Pearce, who is personally known to me and did take an oath.




Notary Public; Serial Number
Print Name JESSE M. FOCKERT
Commission Expires: 7/96

ACCEPTANCE BY REGISTERED AGENT

I hereby accept to act as initial Registered Agent for Pearce Marketing, Inc., as stated in these Articles of Incorporation.


Richard J. Pearce