

1201 HAYS STREET

800-342-8086

MIAMI, FL 33132

305-22-9170

305-222-0311

CSO networks

PRESTIGE MAIL
LEGAL & FINANCIAL SERVICE

ACCOUNT NO. : 0721000000032

REFERENCE : 643519 840527

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : July 18, 1995

ORDER TIME : 10:44 AM

ORDER NO. : 643519

CUSTOMER NO: 84052A

CUSTOMER: Mr. Milton B. Crook
MARKETING RESOURCES GROUP
INTERNATIONAL, INC.
Suite 7
200 W Welbourne Avenue
Winter Park, FL 32789

4000001540004
-07/18/95--01070--011
****122.50 ****122.50

DOMESTIC FILING

NAME: KENTON SMITH, BEGALLA &
ASSOCIATES, INC.

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angela Lane

EXAMINER'S INITIALS:

T. BROWN JUL 20 1995

FILED
95 JUL 18 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~95-111156~~



FLORIDA DEPARTMENT OF STATE

July 18, 1995

Sandra B. Mortham
Secretary of State

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: KENTON SMITH, BEGALLA & ASSOCIATES, INC.
Ref. Number: W95000014456

We have received your document for KENTON SMITH, BEGALLA & ASSOCIATES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent signature must be original.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 795A00034389

ARTICLES OF INCORPORATION
FOR
KENTON SMITH, BEGALLA & ASSOCIATES, INC.

FILED
95 JUL 18 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned desiring to form a corporation under and by virtue of the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit, states as follows:

ARTICLE I

The name of this corporation shall be Kenton Smith, Begalla & Associates, Inc., and the mailing and principal business address is 200 W. Welborne Ave. #7, Winter Park, Florida 32789.

ARTICLE II

The objects and purposes of the corporation and the general nature of the business or businesses to be transacted shall be:

1. To engage in any lawful businesses permitted or allowed under the Florida General Corporation Act.
2. To make and enter into all contracts necessary and proper for the conduct of its business or businesses.
3. To borrow money from any person, firm, or corporation; to issue bonds, debentures, or obligations of this corporation from time to time for any of the objects or purposes of the corporation; and to secure same by mortgage, pledge or by any other lawful means.
4. To have offices, conduct its business and promote its objects within or without the State of Florida, in other states, the District of Columbia, the territories and possessions of the United States, and in foreign countries without restriction as place or amount.

5. To do any and all things necessary, suitable and proper for the accomplishment of any of its objects or for the exercise of any of the powers set forth above, whether herein specified or not, either alone or in connection with other firms, individuals, or corporations, whether in the State of Florida, or throughout the United States, or elsewhere, and to do any other act or acts, thing or things incidental or pertinent to or conducted with the businesses hereinbefore described, or any part or parts thereof, if not inconsistent with the laws of the State of Florida.

6. In general, this corporation shall have and exercise all the powers conferred by the laws of the State of Florida upon corporations for profit. It is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner such general powers.

ARTICLE III

The corporation shall have perpetual existence.

ARTICLE IV

The name of the initial registered agent of this corporation is Milton B. Cross, and the address of the initial registered office of this corporation shall be 200 W. Welborne Ave. #7, Winter Park, Florida 32789.

The undersigned is familiar with, and accepts, the obligations attendant upon his appointment as registered agent of the corporation.

ARTICLE V

The capital stock of the corporation shall consist of 1000 shares of common stock with a par value of \$1.00 per share.

ARTICLE VI

The business of the corporation shall be conducted by a board of at least one director. The name and post office address of the initial directors of the corporation are:

Wanda Kenton Smith
200 W. Welborne Avenue #7
Winter Park, Florida 32789

Every shareholder of the corporation, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X

1. The annual meeting of the shareholders shall be held on the first Monday of August of each year, or at such other time as may be fixed by the By-Laws, at which time the Board of Directors shall be elected and such other business as may properly come before the meeting may be considered and transacted.

2. The officers of the corporation shall be elected annually by the Board of Directors at a meeting of the Board to be held annually following the annual Shareholders' meeting.

3. The time, place and manner of calling meeting of the shareholders or directors shall be fixed by the by-laws of the corporation. The Board of Directors may provide for the election of and prescribe the duties of such other officers and agents as the Board may deem advisable for the conduct and operation of the business of the corporation.

4. The Board of Directors shall appoint a resident agent as required by the State of Florida.

ARTICLE XI

In accordance with Section 607.167, Florida Statutes, the date when corporate existence shall commence is as of the date of filing these Articles of Incorporation with the Secretary of State.

ARTICLE XII

The highest amount of liability to which this corporation can, at any time, subject itself, shall be unlimited.

A special meeting of the incorporator and his or her assigns shall be held, upon the call of the President, for the purpose of completing the organization of the corporation and adoption of the By-Laws and the transaction of such other business as may be desired.

Milton B. Cross
200 W. Welborne Avenue #7
Winter Park, Florida 32789

Joseph J. Begalla Jr.
1771 Glencoe Road
Winter Park, Florida 32789

The directors named above shall hold office for the first year of the existence of the corporation or until his or her successors are elected and have qualified.

ARTICLE VII

The amount of capital with which the corporation shall begin business is \$1,000.00.

ARTICLE VIII

The Officers of the corporation shall be a President, one or more Vice-Presidents, a Secretary and a Treasurer. The number of Vice-Presidents may be fixed and determined by the Board of Directors from time to time. Until the first meeting of the Board of Directors or until their successors are elected and have qualified the following shall be the officers of the corporation:

President:	Wanda Kenton Smith 200 W. Welborne Avenue #7 Winter Park, Florida 32789
Vice-President:	Jane Begalla Hartgrove 4822 E. Kentucky Avenue #E Denver, Colorado 80222
Secretary/ Treasurer	Milton B. Cross 200 W. Welborne Avenue #7 Winter Park, Florida 32789

ARTICLE IX

The name and address of the incorporator is Wanda Kenton Smith, 200 W. Welborne Avenue #7, Winter Park, Florida 32789.

IN WITNESS WHEREOF, I have herunto set my hand and seal at Winter Park,
Florida, on July 17, 1995.


Wanda Kenton Smith

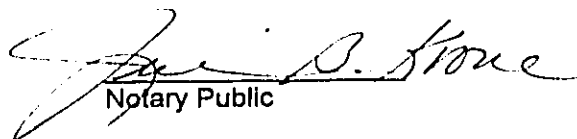
STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared Wanda
Kenton Smith to me well known and known by me to be the person described in
and who signed the foregoing Articles of Incorporation, and who acknowledged
before me that she signed the same freely and voluntarily for the uses and
purposes therein expressed.

WITNESS my hand and official seal on July 17, 1995.



JULIANNA B. KRONE
My Commission CC383993
Expires Jul. 01, 1998
Bonded by HAI
800-422-1558

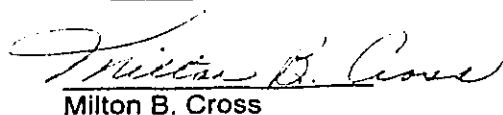

Notary Public

My commission expires:

ACCEPTANCE BY RESIDENT AGENT

Having been named to accept service of process for the above stated
corporation, at the place designated in this certificate, I hereby agree to act in this
capacity, and I further agree to comply with the provisions of all statutes relative
to the proper and complete performance of my duties.

Dated the 17th day of July, 1995.


Milton B. Cross

FILED
95 JUL 18 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Winter Park,
Florida, on July____, 1995.

Wanda Kenton Smith

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared Wanda
Kenton Smith to me well known and known by me to be the person described in
and who signed the foregoing Articles of Incorporation, and who acknowledged
before me that she signed the same freely and voluntarily for the uses and
purposes therein expressed.

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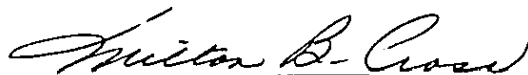
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Dated the 17 day of July, 1995.


Milton B. Cross