

Miami Paralegal Service

P95000060256

1424 Ocean Drive
Suite 103
Miami Beach, FL 33139
(305) 532-1793

May 25, 1995

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: THE MARKETING GROUP INTERNATIONAL, INC.

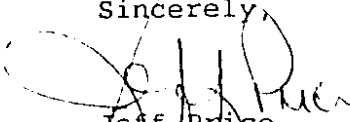
Dear Sirs:

8111111554518
-08/08/95 --01001--001
****120.00 ****70.00

Enclosed please find two (2) original copies of the aforesaid corporation along with a Fictitious Name application. Please file same and send back one copy of the Articles of Incorporation in the self-addressed stamped envelope that I have provided. I have also enclosed a check for the amount of \$120.00. This amount represents the filing fee of both the Articles of Incorporation and the Fictitious Name Registration application.

If you have any questions, please do not hesitate to contact me at the number listed above.

Sincerely,


Jeff Price
Managing Paralegal

Enclosures

wp60\corporat. ltr

*\$50.00 fict. name
\$70.00 corporation*

FILED
95 AUG -4 AM 10:00
TALLAHASSEE, FLORIDA

GN
8/4/95

ARTICLES OF INCORPORATION
OF
C.E.J. INVESTMENTS, INC.

FILED
95 AUG -4 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned subscriber to these Articles of Incorporation, natural person competent to contract, hereby form a corporation under the Laws of the State of Florida.

Article I

NAME OF CORPORATION

The name of the corporation shall be:

C.E.J. INVESTMENTS, INC.

Article II

NATURE OF THE BUSINESS

THE general nature of the business to be transacted by this corporation is any activities permitted under the laws of the United States of America and the State of Florida.

TO manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, and description, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, fraternal benefit society, state fair or exposition.

TO conduct business in, have one or more offices, in, and buy, hold mortgage, sell, convey or lease or otherwise dispose of real and personal property, including franchise, patents, copyrights,

trademarks, and licenses, in the State of Florida, and in all other states and countries.

TO contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness and execute such mortgages, transfer of corporate property, or other instruments to secure or corporate indebtedness as required.

TO purchase the corporate assets of any other corporation and engage in the same or other character of business.

TO guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by and other corporation of the State of Florida, or any other state of government, and while owners of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III

CAPITAL STOCK

THE maximum number of shares of stock that the corporation is authorized to have outstanding at any time is: 100

ARTICLE IV

INITIAL CAPITAL

THE amount of capital with which this corporation will begin business is not less, than five hundred dollars (\$500.00).

ARTICLE V

TERM OF EXISTENCE

THIS is to exist perpetually.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

THE initial street address in this state of the principal office of this corporation is: 14837 N.W. 100th Street, Miami, Florida 33147. The Board of Directors may from time to time, move the principal office to any other address in Florida.

ARTICLE VII

DIRECTORS

THIS corporation shall have not less than one (1) director initially. The number of directors may be increased or diminished from time to time, by the stockholders.

ARTICLE VIII

INITIAL DIRECTORS

THE name and street addresses of the members of the first Board of Directors are as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|------------------------|---|
| CHRIS MANSON President | 2314 N.W. 100th Street Miami, FL 33147 |

ARTICLE IX

SUBSCRIBERS

THE names and street addresses of the subscribers of these articles of Incorporation, the number of shares of stock which they agree to take, and the value of the consideration therefore are as follows:

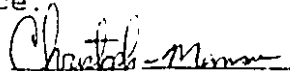
| <u>NAME</u> | <u>ADDRESS</u> | <u>SHARES</u> | <u>CONSIDERATION</u> |
|--------------|---|---------------|----------------------|
| CHRIS MANSON | 2314 N.W. 100th St. Miami, Florida 33147 | 100 | \$1.00 |

ARTICLE X

REGISTERED AGENT

THE initial designation of the registered office of this corporation shall be: 2314 N.W. 100th Street, Miami, Florida 33147, and the registered agent shall be: CHRIS MANSON.

PURSUANT the Florida Statutes, section 607.164 having been named to accept process for the above stated corporation, at the place designated in these articles, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


REGISTERED AGENT

ARTICLE XI

AMENDMENT

THESE Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, we the incorporators above named, have
hereunto set my hand and seal this 28th day of July,
1995.

CHRIS MANSON

Chris Manson

FILED
95 AUG -14 AM 10:00
CLERK OF STATE
TALLAHASSEE, FLORIDA