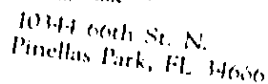


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|----|--------------------|--------------|
| 1. | (Corporation Name) | (Document #) |
| 2. | (Corporation Name) | (Document #) |
| 3. | (Corporation Name) | (Document #) |
| 4. | (Corporation Name) | (Document #) |

| AMENDMENTS | |
|------------|---------------------------------------|
| | Amendment |
| | Resignation of R.A., Officer/Director |
| | Change of Registered Agent |
| | Dissolution/Withdrawal |
| | Merger |

| REGISTRATION/ QUALIFICATION | |
|--------------------------------|---------------------|
| | Foreign |
| | Limited Partnership |
| | Reinstatement |
| | Trademark |
| | Other |

R. CHESSEB SEP 13 1995

Examiner's Initials

ARTICLES OF INCORPORATION OF
INDEPENDENT MARKETING CORP.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida

ARTICLE I. NAME

The name of the corporation shall be

INDEPENDENT MARKETING CORP.

The principal place of business of this corporation shall be

10344 66th St. N., Pinellas Park, Fl. 34666

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$1 per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be **10344 66th St. N., Pinellas Park, Fl. 34666** and the name of the initial registered agent of the corporation at that address is **JACK WALSH**.

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder 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 at the price at which it is offered to others.

ARTICLE VII. SPECIAL PROVISION

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as a Subchapter S corporation.

ARTICLE VIII. DIRECTORS

This corporation shall have no Directors, initially. The affairs of the corporation will be managed by the shareholders until such time Directors are designated as provided by the Bylaws

ARTICLE IX. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is

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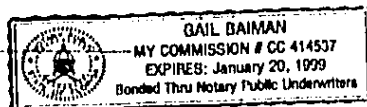
JACK WALSH
10344 66th St. North
Pinellas Park, FL 34666

IN WITNESS WHEREOF, he undersigned has hereunto set his hand and seal on this 5th
day of September 1995

Jack Walsh
STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 5th Day of Sept. 1995
by Jack Walsh

Gail Daiman
Notary Public



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA