

P96000001836

K. JEFFREY REYNOLDS
ATTORNEY AT LAW
924 N. PALMOK STREET
P.O. BOX 12876
PENSACOLA, FLORIDA 32576

GENERAL PRACTICE

(904) 434-2522
(904) 434-2534

December 31, 1995

Florida Department of State
Division of Corporation
Post Office Box 6321
Tallahassee, Florida 32314

800001675578
-01/02/96--01074--014
****122.50 ****122.50

RE: Prestige Marketing USA, Inc.

Gentlemen:

Enclosed are an original and copy of Articles of Incorporation
and our check in the amount of \$122.50 to cover your various fees.

Very truly yours,



K. Jeffrey Reynolds

KJR/km
encls.

1-1-96

FILED
96 JAN -2 PM 6:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PRESTIGE MARKETING USA, INC.

96 JAN -2 PM 6 16
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation hereby forms a corporation under the Florida General Corporation Act.

ARTICLE I
Name of Corporation

The name of this corporation is:
Prestige Marketing USA, Inc..

ARTICLE II
General Purpose

This corporation is organized for the purpose of marketing various products, promotions, and services to the public and to other businesses. The corporation may transact any and all other lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE III
Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV
Address

The initial street address of the principal office of this corporation in the State of Florida is:

2129 Keats Drive
Pensacola, Florida 32503.

ARTICLE V
Directors and Officers

The business of this corporation shall be managed by a Board of Directors. There shall be one (1) director initially. The number of directors may be increased, and after such increase, decreased from time to time by bylaws adopted by the shareholders. In no event shall the number of directors be less than one.

The name and address of the first director are:

ALLEN L. MARTENSEN
2129 KEATS DRIVE
PENSACOLA, FLORIDA 32503.

ARTICLE VI
Subscribers

The name and street address of each person signing the Articles of Incorporation as a subscriber are:

ALLEN L. MARTENSEN
2129 KEATS DRIVE
PENSACOLA, FLORIDA 32503.

ARTICLE VII
Registered Agent

The undersigned, an individual resident of the State of Florida, whose business address is identical with the business office of this corporation, does hereby state that he accepts appointment as registered agent for this corporation.


ALLEN L. MARTENSEN

ARTICLE VIII
Bylaws

The power to adopt, alter, amend, or repeal bylaws shall be vested in and is hereby reserved to the shareholders. Bylaws shall be adopted, altered, amended, or repealed as provided therein.

FILED
96 JAN -2 PM 5
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned executed these Articles
of Incorporation this 31st day of December, 1995.



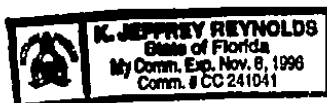
ALLEN L. MARTENSEN

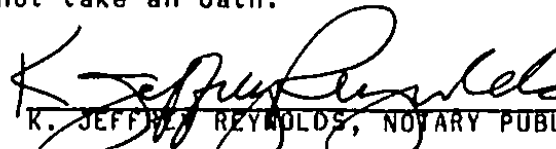
Florida Driver License #M635-012-57-228-0
Identification Produced to Notary

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 31st
day of December, 1995, by ALLEN L. MARTENSEN, who is personally
known to me and who produced his Florida Driver License as
identification, and who did not take an oath.

(S E A L)





K. JEFFREY REYNOLDS, NOTARY PUBLIC
CM#CC 241041