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RANDEE J. GOLDER, P.A.

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DELRAY BEACH, FLORIDA 33444
(407) 276-6167
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January 3, 1996

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: Strategic Marketing Alliance, Inc.
(proposed corporate name)

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$70.00.

FROM: Randee J. Golder, P.A.
Name

400 W. Atlantic Ave., 2nd Floor
Address

Delray Beach, Florida 33444
City, State, Zip

(407) 276-6167
Telephone Number

500000105008005
-01/05/96-01117-005
*****70.00 *****70.00

Please return a file-stamped copy to this office in the enclosed envelope.

Very truly yours,

Randee J. Golder

Randee J. Golder

RJG/rg
Encl.

Dmc 1/9/96

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96 JAN -5 PM 3:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation

of

Strategic Marketing Alliance, Inc.

FILED

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

Strategic Marketing Alliance, Inc.

ARTICLE II - DURATION

The corporation shall exist perpetually.

ARTICLE III - PRINCIPAL OFFICE

The initial principal place of business and mailing address of this corporation shall be:

Strategic Marketing Alliance, Inc.
3430 Galt Ocean Dr., Suite 1111
Ft. Lauderdale, FL 33308

or such other place as may be designated from time to time by the Board of Directors.

ARTICLE IV - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000 shares

ARTICLE V - PURPOSE

The corporation may transact any business which is not forbidden by law.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Randee J. Golder, P.A.
400 West Atlantic Ave., 2nd Floor
Delray Beach, FL 33444

ARTICLE VII - INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

Richard Runco
3430 Galt Ocean Dr., Suite 1111
Ft. Lauderdale, FL 33308

ARTICLE VIII - DIRECTORS

The names and addresses of the directors constituting the initial Board of Directors who are to serve as directors until the first annual meeting of stockholders or until their successors are elected and shall qualify are:

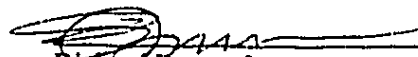
Jamie Golder Runco
3430 Galt Ocean Dr., Suite 1111
Ft. Lauderdale, FL 33308

Richard Runco
3430 Galt Ocean Dr., Suite 1111
Ft. Lauderdale, FL 33308

ARTICLE IX - AMENDMENT

These Articles may be amended in compliance with applicable Florida Statutes.

The undersigned has(have) executed these Articles of Incorporation this 5th day of JANUARY, 1996.


Richard Runco, Incorporator

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CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: Strategic Marketing Alliance, Inc.

2. The name and address of the registered agent and office is:

Randee J. Golder, P.A.
(Name)

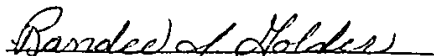
400 W. Atlantic Ave., 2nd Floor
(P.O. Box Not Acceptable)

Delray Beach, FL 33444
(City/State/Zip)


Richard Rutico, Incorporator

Date: 1/3/96

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Randee J. Golder, Esq. on behalf of
Randee J. Golder, P.A.

Date: 1-3-96