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Attorney at Law

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PLEASE REPLY TO:
FORT LAUDERDALE

7301-A WEST PALMETTO PARK ROAD
SUITE 308C
BOCA RATON, FLORIDA 33433
TELEPHONE (407) 780-1484
BROWARD LINE 429-1333

February 28, 1996

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

300001730979
-03/04/96--01079--014
****122.50 ****122.50

Re: MARVEL & COMPANY, INC.

Gentlemen:

Enclosed herewith please find the original and one copy of the Articles of Incorporation of the captioned corporation. The copy has been subscribed and acknowledged in the same manner as the original.

Please endorse your approval of these Articles on the duplicate copy, certify, and return to me at the above office address.

My trust account check in the amount of \$122.50 is attached to cover the costs as follows:

Filing fee	\$ 35.00
Registered agent fee	35.00
Certified copy of Articles	<u>52.50</u>

G. Marlowe

GAVE

TOTAL.....\$122.50

AUTHORIZATION BY PHONE TO

CORRECT initials

DATE 3/4

DOC. EXAM 213

GCM/mv
Encls.
96-106-B

Sincerely,

G. CARLTON MARLOWE, P.A.

G. Carlton Marlowe

G. Carlton Marlowe

RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
96 MAR-4 PM 2:29

GB 3/8/96

ARTICLES OF INCORPORATION
OF
MARVEL & COMPANY, INC.

96 MAR -4 PM 2:29
SECRETARY OF STATE
TALLAHASSEE - FLORIDA

ARTICLE I

The name of this corporation shall be:

MARVEL & COMPANY, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III

The maximum authorized capital stock of this corporation shall be as follows:

5,000 shares of voting common stock of the par value of One Dollar (\$1.00) per share.

Such stock may be issued by the corporation from time to time for such consideration as may be fixed from time to time by the Board of Directors, but at no less than par value.

ARTICLE IV

This corporation shall begin business with a capital of not less than Five Hundred Dollars (\$500.00).

ARTICLE V

This corporation shall exist perpetually.

ARTICLE VI

The business of this corporation shall be conducted by a Board of Directors of not less than one (1) director and not more

than five (5) directors.

ARTICLE VII

The principal place of business of this corporation shall be: 360 Redwood Lane, Boca Raton, Florida 33487, with the privilege of having branch offices at other places within or without the State of Florida, and in foreign countries, as may be necessary or convenient and as may be determined by the Board of Directors of this corporation.

ARTICLE VIII

The name and post office address of the members of the first Board of Directors of this corporation, who shall hold office for the first year of existence of the corporation, or until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
DANIEL L. MARVEL	360 Redwood Lane Boca Raton, FL 33487

ARTICLE IX

The name and post office address of the officers of this corporation, who shall hold office for the first year of existence of the corporation, or until their successors are elected or appointed and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
DANIEL L. MARVEL	360 Redwood Lane Boca Raton, FL 33487	President & Secretary

ARTICLE X

The name and post office address of each subscriber of these Articles of Incorporation, together with the number of shares

of stock each agrees to take, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
DANIEL L. MARVEL	360 Redwood Lane Boca Raton, FL 33487	100

ARTICLE XI

Special provisions for the regulation and government of this corporation are:

SECTION 1: The annual meeting of the stockholders and Board of Directors of this corporation shall be fixed by the By-laws.

SECTION 2: Any meeting of the stockholders and Board of Directors may be held either within or without the State of Florida.

SECTION 3: The officers of this corporation shall be a President, Secretary and Treasurer, and such other officers as the Board of Directors may deem necessary. Any person may hold two or more of said offices.

SECTION 4: Directors of this corporation need not be stockholders; officers of this corporation need not be stockholders; and officers of this corporation need not be directors.

SECTION 5: The By-laws of this corporation shall be made by the Board of Directors and may be amended by the Board of Directors.

SECTION 6: The Directors may, by resolution, designate two or more of their number to constitute an executive committee, with such authority as may be conferred by said resolution.

SECTION 7: The capital stock of this corporation shall be offered, sold and issued in accordance with the provisions of Section 1244 of the Internal Revenue Code of the United States.

ARTICLE XII

The provisions of this Charter, and amendments thereof, and each and every article and section hereof, and the provisions of the By-laws and amendments thereof, shall be considered a part of every contract and transaction to which this corporation shall be a party. Every person, association and/or corporation dealing with this corporation is hereby charged with notice and knowledge of the powers and limitations of powers of this corporation.

ARTICLE XIII

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 a stockholders' meeting by at least a majority of the stockholders entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

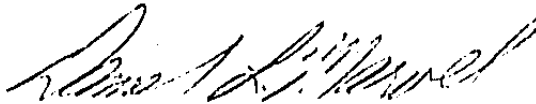
ARTICLE XIV

The street address of the initial registered office of this corporation is 360 Redwood Lane, Boca Raton, Florida 33487, and the name of the initial registered agent of this corporation at that address is DANIEL L. MARVEL.

ARTICLE XV

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 (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF the undersigned have executed the foregoing Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, this 27th day of February, 1996.



DANIEL L. MARVEL, Incorporator

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



DANIEL L. MARVEL, Registered Agent

STATE OF FLORIDA)
) ss
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, personally came before me, the undersigned authority, DANIEL L. MARVEL, to me known or who has produced _____ as identification, and who is known to me to be the person(s) described in and who acknowledged to me that he executed the foregoing Articles of Incorporation as his free and voluntary act and deed for the uses and purposes

therein set forth and expressed.

IN WITNESS WHEREOF I have hereunto set my hand and
affixed my official seal, this 27th day of February, 1996.

G. Carlton Marlowe
Notary Public's Signature

G. CARLTON MARLOWE
Printed Name of Notary Public

My Commission expires:

