

P 960000268 SP

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

52654

RE: Esquire Five Filled
Marketing Service
INC.

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Mailer No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

- Capital Express™
- Art. of Inc. File
- Corp. Record Search
- Ltd. Partnership File
- Foreign Corp. File
- () Cert.-Copy(n) photo
- Art. of Amend. File
- Dissolution/Withdrawal
- C U S.
- Fictitious Name File
- Name Reservation
- Annual Report/Reinstatement
- Reg. Agent Service
- Document Filing
- Corporate Kit
- Vehicle Search
- Driving Record
- Document Retrieval
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- File No.'s, _____ Copies
- Courier Service
- Shipping/Handling
- Phone () _____
- Top Priority _____
- Express Mail Prep. _____
- FAX () _____ pgs.

*Need to
 add in original
 correct name to auto file*

DATE _____
 DOC. EXAM. _____

PH 3/27/94

SUBTOTALS	_____
FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
	\$ _____

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	<u>MC</u>	_____	CK No. _____
BY _____	_____	_____	_____

WALK-IN 3/27 12:00
 Will Pick Up _____

FILED

96 MAR 27 AM 11:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

ESQUIRE FIVE MARKETING SERVICES, INC.

The undersigned, acting as incorporator(s) of a corporation under the Florida General Corporation Act, adopt the following articles of incorporation for such corporation:

ARTICLE I

The name of the corporation is Esquire Five Marketing Services, Inc.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV

The corporation shall have authority to issue 100 shares all of one class, \$1.00 par value.

ARTICLE V

The address of the principal office and mailing address of the corporation is:

10209 Gulf Blvd.
Treasure Island, Florida 33706

ARTICLE VI

The address of its initial registered office is 99101 Overseas Highway, P.O. Box 3346, Key Largo, Florida 33037, and the name of its initial registered agent at said address is Mark H. Gregg.

ARTICLE VII

The initial board of directors shall consist of two (2) director(s), whose name(s) and address(es) are:

Thomas M. Gregg
2958 1st Avenue North
St. Petersburg, FL 33713

and

Mark H. Gregg
99101 Overseas Highway
Key Largo, FL 33037

ARTICLE VIII

The name(s) and address(es) of the incorporator is:

Mark H. Grogg
99101 Overseas Highway, P.O. Box 3346

Key Largo, Florida 33037

ARTICLE IX

Preemptive Rights shall be as follows:

1. Shareholders of the corporation shall have preemptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

2. This article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders of each affected class.

3. No issue of stock of the corporation shall take place unless the price at which the stock is to be issued shall be unanimously approved by the shareholders of the corporation.

4. These preemptive rights shall apply to any corporate obligation which is convertible to or exchangeable for any stock of the corporation, or where there is attached to said obligation any stock warrants or rights which allow the holder to acquire by subscription or purchase any stock of the corporation.

ARTICLE X

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 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 to these Articles of Incorporation be made.

Mark H. Gregg
Incorporator

Dated: March 26, 1996

STATE OF FLORIDA

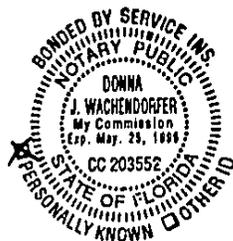
COUNTY OF MONROE

Before me, the undersigned authority, personally appeared Mark H. Gregg, who is personally known to me or who has produced _____ as identification and is well known to be the persons described in and who subscribed the above article of incorporation, and they did freely and voluntarily acknowledge before me according to law that they made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Key Largo, in said County and State this 26th day of March, 1996.

Donna Wachendorfer
NOTARY PUBLIC
STATE OF FLORIDA

My Commission Expires:



FILED

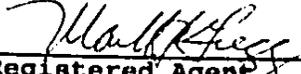
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

MAR 27 AM 11:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following is submitted pursuant to and in compliance with Sections 48.091 and 706.034, Florida Statutes: Esquire Five Marketing Services, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the Village of Key Largo, County of Monroe, State of Florida, has named Mark H. Gregg, County of Monroe, State of Florida, as its agent to accept service of process with the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Registered Agent