

**JIM E. SOLOMON & ASSOCIATES, P.A.**

1180 SOUTH POWELL ROAD

ANNA ODDI 008

TELEPHONE 071-0111 • 071-0083

TELUGUJIDHI 071-1071

[illegible]

Re: Incorporation of Motivational Marketing  
Group Int'l., Inc.

Enclosed herewith are the original and one (1) copy of Articles of Incorporation for the above-captioned name. Please file said Articles and return the acknowledgement copy in the stamped, self-addressed envelope provided for your convenience. This Firm's check in the amount of \$70.00 is also enclosed.

Your assistance in this filing is appreciated.

**JIM E. SOLOMON & ASSOCIATES, P.A.**

bjh  
Enclosures

'MAY 3 1996'

BSP

FILED  
26 APR 29 AM 9:04  
STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
MOTIVATIONAL MARKETING GROUP INT'L., INC.

96 APR 29 AM 9:04

CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

The undersigned Incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation shall be:

**MOTIVATIONAL MARKETING GROUP INT'L., INC.**

The address of the principal office of this Corporation shall be 10511 N. W. 71st Street, Tamarac, Florida 33321, and the mailing address of the Corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This Corporation may engage or transact in any or all lawful activities or business 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 1,000 shares of common stock.

ARTICLE IV. ADDRESS

The street address of the initial office of the Corporation shall be 10511 N. W. 71st Street, Tamarac, Florida, 33321, and the name of the initial registered agent of the Corporation is JIM E. SOLOMON, ESQ., 1180 South Powerline Road, Suite Nos. 207-209, Pompano Beach, Florida, 33369.

ARTICLE V. TERM OF EXISTENCE

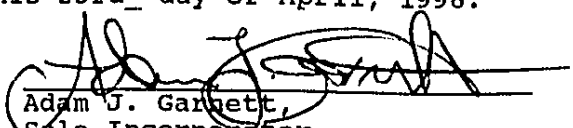
The term of the Corporation is perpetual.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have seven (7) Directors, initially. The name and street address of the initial Directors who shall hold office for the first year of the Corporation, or until their successors are elected or appointed are:

Paul E. Gallo	10032 Country Brook Road Boca Raton, Florida 33428
Adam J. Garnett	10511 N. W. 71st Street Tamarac, Florida 33321
Stan Mass	5131 S. W. 188th Avenue Fort Lauderdale, Fl. 33332
Joseph L. Zelinsky	952 S. W. 68th Avenue North Lauderdale, Florida 33068
Joan Gallo	10032 Country Brook Road Boca Raton, Florida 33428
Mary Beth Garnett	10511 N. W. 71st Street
Patricia L. Mass	5131 S. W. 188th Avenue Fort Lauderdale, Fl. 33332

The undersigned, as sole incorporator, has executed these Articles of Incorporation this 23rd\_ day of April, 1996.


  
Adam J. Garnett,  
Sole Incorporator

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

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:  
**MOTIVATIONAL MARKETING GROUP INT'L., INC.**
2. The name and address of the registered agent and office is:

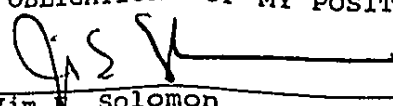
**JIM E. SOLOMON, ESQ.**  
1180 South Powerline Road  
Suite Nos. 207-209  
Pompano Beach, Florida 33069

By:   
Adam J. Garnett, Sole Incorporator  
10511 N. W. 71st Street  
Tamarac, Florida 33321

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TALLAHASSEE, FLORIDA

Date: April 23, 1996

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.

Signature:   
Jim E. Solomon

Date: April 23, 1996