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TO: DIVISION OF CORPORATIONS FROM: EMPIRE CO-OPERATIVE KIT COMPANY
DEPARTMENT OF STATE 140 W. HIGHLAND
STATE OF FLORIDA SUITE 100
109 EAST NASSAU STREET MIAMI FL 33137 -000
TALLAHASSEE FL 32309 (CONTACT: RAY B. THERMON)
FAX: (904) 921-0000 PHONE: (305) 541-3094
FAX: (305) 541-3770

((H900000000270))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: DIVERSIFIED MARKETING HOLDINGS, INC.

FAX AUDIT NUMBER: H900000000270

CURRENT STATUS: REQUESTED

DATE REQUESTED: 06/02/1990

TIME REQUESTED: 17:43:20

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Wrote - 9487
R.A. Arroyo
6/15

DIVISION OF CORPORATIONS

96 MAY -3 AM 8:32

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortherm
Secretary of State

May 3, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: DIVERSIFIED MARKETING HOLDINGS, INC.
REF: W96000009487

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The document must contain written acceptance by the registered agent, (i.e. "I heraby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: E96000006270
Letter Number: 396A00021631

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NAME _____

DIVERSIFIED MARKETING HOLDINGS, INC.

FORM OF EXISTENCE

ARTICLE III

This corporation is organized for the general purpose of transacting any or all lawful business permitted under the laws of the United States and the State of Florida.

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ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue par value common stock as described below, and none other:

Maximum Number of Shares: 7,500

Par Value Per Share: \$1.00

The authorized shares of par value common stock may be issued only for a consideration having a value, in the judgment of the Board of Directors, equivalent at least to the full par value of the stock so to be issued. Such consideration may be in the form of cash, real property, tangible personal property, intangible personal property, labor or services rendered, other than future services, or any combination of the foregoing.

Each share of common stock of this Corporation shall entitle the holder of record thereof to one vote upon each proposal presented at lawful meetings of the Shareholders. No holder of common stock of this Corporation shall be entitled to any right of cumulative voting.

ARTICLE V

PREEMPTIVE RIGHTS

The Corporation may provide for preemptive rights of stockholders pursuant to provisions of its By-laws, but no preemptive rights shall exist unless specifically approved for inclusion in the By-laws.

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ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be:

6350 North Andrews Avenue
Suite 100
Ft. Lauderdale, Florida 33309

The Corporation may also maintain its principal office and branch offices at such places and in such states and foreign countries as the Board of Directors may from time to time by resolution provide.

The name of the initial Registered Agent of this Corporation at the aforementioned address is: Andrew T. Gerrits.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The business of this Corporation shall be conducted by a Board of Directors of not less than one (1), nor more than fifteen (15) persons. The Board of Directors shall be elected at the annual meeting of the stockholders of this Corporation, which meeting shall be held at such time as provided by the By-Laws. They shall hold office until their successors are elected or appointed and have qualified, unless otherwise provided by the By-Laws.

The name and street address of the initial director who is to conduct the affairs of this Corporation until the first meeting and

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election and qualification of his successor:

NAME	ADDRESS
Andrew T. Gerrits	6350 North Andrews Avenue Suite 100 Fort Lauderdale, FL 33309

ARTICLE VIII

INCORPORATOR

The name and address of the individual signing these Articles of Incorporation is:

NAME	ADDRESS
Andrew T. Gerrits	6350 North Andrews Avenue Suite 100 Ft. Lauderdale, Florida 33309

ARTICLE IX

CORPORATE ADDRESS

The address of the Corporation shall be:

6350 North Andrews Avenue, #100
Fort Lauderdale, FL 33309

ARTICLE X

MISCELLANEOUS

1. No contract or other transaction between this Corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this Corporation is or are interested in, or is a director or officer of such other corporation.

2. Upon election of the Board of Directors by the stockholders, such Board shall manage the business and affairs of the corporation,

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without the need of further authorization from the stockholders, except as provided by law, or otherwise herein.

3. The initial By-Laws of this Corporation shall be adopted by the Board of Directors. The By-Laws may be amended from time to time by either the Shareholders or the Directors. The Shareholders may amend, alter, or repeal any By-Law adopted by the Directors. The Directors may not alter, amend or repeal any By-Law adopted by the Shareholders, nor may the Directors adopt By-Laws which would be in conflict with the By-Laws adopted by the Shareholders.

4. The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in a manner now or hereafter prescribed by law; and all rights conferred upon Stockholders herein are granted subject to that reservation.

5. Any Incorporator or Shareholder present at any meeting, either in person or by proxy, and any Directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

6. The Corporation shall indemnify all Officers and Directors of the Corporation to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 2nd day of May, 1996.

 (SEAL)
Andrew T. Gerrits

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STATE OF FLORIDA }
COUNTY OF BROWARD } SS:

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Andrew T. Geri, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed said Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State and County aforesaid, this 2nd day of May, 1996.

My Commission Expires:

Ann L. Doyle
NOTARY PUBLIC
State of Florida
 ANN T. DOYLE
MY COMMISSION EXPIRES 06/01/97
JUNE 01, 1997
DO NOT SIGN THIS FORM UNLESS YOU ARE A NOTARY PUBLIC

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The Undersigned hereby accepts designation as Registered Agent of the Corporation.


Andrew T. Gerritu

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act: First that Diversified Marketing Holdings, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at City of Ft. Lauderdale, County of Broward, State of Florida, has named Andrew T. Gerritu, located at 6350 North Andrews Avenue, Suite 100, City of Fort Lauderdale, County of Broward, State of Florida, 33309 as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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


Registered Agent

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