

P96000046284

Tuesday, May 28, 1996

Division of Corporation
FLORIDA DEPARTMENT OF STATE
Tallahassee, Florida

100001854101
-06/06/96--01097--0006
****122.50 ****122.50

RE: The Incorporation of Marketing Resources International Industries, Inc.

Dear Gentlemen/Ladies:

Enclosed you will find the required Articles as well as payment for the above company.

Physical Address of the company shall be:

Marketing Resources International Industries, Inc.
934 N. University Drive, Suite 131
Coral Springs, FL 33071

Mailing Address of the company shall be:

Marketing Resources International Industries, Inc.
P.O. Box 771882
Coral Springs, FL 33077-1882

Phone Number: (954) 690-2617

Please try to mail all documents flat in a large envelope. Thank you.

FILED
96 MAY 31 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER MAY 31 1996

ARTICLES OF INCORPORATION

Marketing Resources International Industries, Inc.

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be *Marketing Resources International Industries, Inc.* and the initial address of this corporation shall be 934 N. University Dr., Ste. 131, Coral Springs, Florida 33071

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares Authorized: 4,000,000

Par Value Per Share: \$.001

Class of Stock: Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this corporation shall be at 934 N. University Dr., Ste. 131, Coral Springs, Florida 33071 with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Jay L. Cramblit.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall by unanimous vote thereafter, determine that the corporation be managed by the stockholders.

ARTICLE VII

The name and mailing addresses of the first directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified shall be:

Jay L. Cramblit - 934 N. University Drive, Suite 131, Coral Springs, FL 33071

ARTICLE VIII

The name and mailing address of the Incorporator is Jay L. Cramblit, 934 N. University Drive, Suite 131, Coral Springs, FL 33071

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or validated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

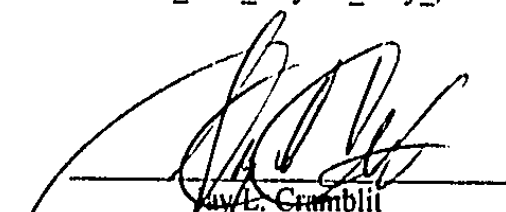
ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any extent.

ARTICLE XI

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

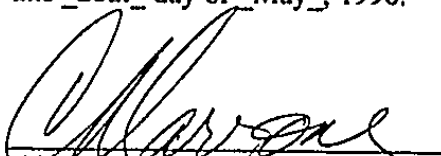
IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 28th day of May, 1996.


Jay L. Cramblit
INCORPORATOR, CHAIRMAN AND CHIEF EXECUTIVE
Marketing Resources International Industries, Inc. (MRIII)

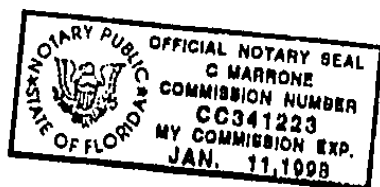
STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared Jay L. Cramblit, to me known to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that he executed the same for the purpose therein stated.

WITNESS my hand and official seal in the State and County aforesaid,
this 28th day of May, 1996.


NOTARY PUBLIC

My commission expires:



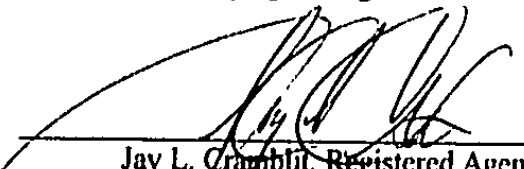
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In compliance with the laws of Florida, the following is submitted:

First, that *Marketing Resources International Industries, Inc.* desiring to organize under
the laws of the State of Florida, has named Jay L. Cramblit, 934 N. University Dr.,
Suite 131, Coral Springs, FL 33071 of Broward County, State of Florida,
as its statutory Registered Agent.

Mailing Address: P.O. Box 771882, Coral Springs, FL 33077-1882
of Broward County, State of Florida.

Having been named the statutory Registered Agent of the above corporation
at the place designated in this certificate, I hereby accept the same and agree
to act in this capacity, and agree to comply with the provisions of Florida law
relative to keeping the registered office open.



Jay L. Cramblit, Registered Agent
Marketing Resources International Industries, Inc.
Dated this 28th day of May, 1996

FILED
95 MAY 31 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000046284
IPI

934 N. University Dr., Apt. 131
Coral Springs, FL 33071

Monday, June 10, 1996

Division of Corporations (Amendments)
FLORIDA DEPARTMENT OF STATE
409 E. Gaines Street
Tallahassee, FL 32399

FILED
96 JUN 12 AM 9:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RE: An Amendment to a recent filing (5/31/96).

DOC NO: P96000046284

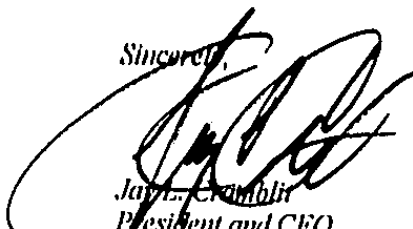
200001860062
-06/12/96--01087--006
*****43.75 *****43.75

Dear Gentlemen/Ladies:

Enclosed you will find a check for \$43.75 which represent \$35.00 for the Amendment and \$8.75 for a Certificate of Status.

Mail to the Address of Record.

Sincerely,


Jay L. Crumblin
President and CEO
934

JLC/ljp

cc: None

N/C

VS JUN 20 1996

Promotional Products ▲ Graphic Art Services ▲ Packaging & Labeling ▲ Worldwide Web Marketing
Direct Mail ▲ National Advertising ▲ Telecommunications ▲ Mail Order

ARTICLES OF AMENDMENT
TO
THE ARTICLES OF INCORPORATION
OF

Marketing Resources International Industries, Inc.

FILED
96 JUN 12 AM 9:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of sections 607.181 and 607.187 of the Florida General Corporation Act, the Articles of the Incorporation of the above-named Corporation are hereby amended as follows:

ARTICLES I is hereby amended to read as follows:

The name of this corporation is ***IPI Corporation***

The foregoing amendment was adopted by written consent of all of the Directors and Shareholders entitled to vote thereon, pursuant to the Florida General Corporations Act Section 607.181 (3), on June 4, 1996.

IN WITNESS WHEREOF, we, the undersigned, have executed these Articles of Amendment

this 10th day of June, 1996

By: 
Jay L. Cramblit, Chairman of the Board

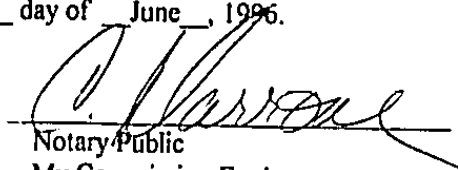
IPI Corporation

By: 
Jay L. Cramblit, Chief Executive Officer

STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that on this 10th day of June, 1996, before me personally appeared JAY L. CRAMBLIT, as Chairman and CEO of IPI Corporation, a corporation under the laws of the state of Florida, to me well known to be the persons who executed the foregoing instrument as such officers and acknowledged the execution thereof to be the free act and deed as such officers for the use and purposes therein mentioned and that they affixed thereto the official seal of said corporation, and that the said instrument is act and deed of said corporation.

WITNESS my hand and official seal this 10th day of June, 1996.


Notary Public

My Commission Expires:

