

MARKETING AUTHORITY, INC.

In organization

January 7, 1993

P96000049983

Department of State
Division of Finance
P.O. Box 6327
Tallahassee, Florida 32314

300001858443
-06/11/96--01129--0015
*****78.75 *****78.75

Gentlemen:

Enclosed is:

1. A check for \$78.75 (\$70.00 filing fee and \$8.75 fee for a certificate of good standing)
2. Two original articles of Incorporation for Marketing Authority, Incorporated.

Your assistance in registering the corporation and sending me a certificate of good standing along with the approval letter will be appreciated.

③ Please stamp and return additional copy.

Sincerely,

Kimberly T. Pope
Kimberly T. Pope

*Thank you
Kim Pope*

JUN 12 1996

BSB

FILED
96 JUN 10 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

911 SE CENTRAL PARKWAY
407 288 4300 TEL.

STUART, FLORIDA 34994
407 288 3388 FAX.

1407 288 3296; 1407 288 0594 ISDN.

**ARTICLES of INCORPORATION
of
MARKETING AUHORITY,
INCORPORATED**

FILED
96 JUN 10 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, hereby make, subscribe, acknowledge and file these Articles for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I

The name of this corporation shall be **MARKETING AUHORITY, INCORPORATED.**

The CORPORATION'S PRINCIPAL OFFICE WILL BE **"911 SE Central Parkway, Stuart, FL 34994."**

The CORPORATION'S MAILING ADDRESS WILL BE **"911 SE Central Parkway, Stuart, FL 34994."**

**ARTICLE II
PURPOSE**

This corporation is organized for the purpose of transacting any lawful business whatsoever that is lawful in the State of Florida and the United States of America.

**ARTICLE III
CAPITAL STOCK**

The capital stock of this corporation shall consist of 1,000 shares of common stock of \$1.00 par value, fully paid and non-assessable.

**ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this corporation shall be located at **"911 SE Central Parkway, Stuart, FL 34994"** and telephone number as 561 220 7702, and the name of the initial Registered Agent of this corporation at said address shall be **Kimberly T. Pope.**

The undersigned Initial Registered Agent affirms the following: I hereby am familiar with and accept the duties and responsibilities as registered agent for the corporation named herein.


Kimberly T. Pope
Initial Registered Agent

ARTICLE V
INITIAL BOARD of DIRECTORS

This corporation shall initially have one (1) Director.

The number of Directors may be changed from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial Director is:

Kimberly T. Pope
2149 SW Olympic Club Terrace
Palm City, Florida 34990

ARTICLE VI
SPECIAL PROVISIONS

The following special provisions shall govern this corporation:

A. The time and place of the annual shareholders' meeting and the annual directors' meeting shall be fixed and provided for in the By-Laws, and the notice of same shall be given in one of the methods provided by law. Any shareholder or director may waive notice of the time, place and purpose of any meeting either before, at or after such meeting.

B. There shall be a President and a Secretary of this corporation, and such assistants as shareholders may, by resolution, determine to be necessary and/or provided in the By-Laws. This corporation may also have such officers, assistants and factors as may be determined necessary and/or as provided in the By-Laws. Any person may hold two or more offices. The shareholders may, at any time, by majority vote a duly-called and noticed meeting declare any office or directorship vacant or remove any officer or director and elect a successor thereto. Additionally, directors may, at any time, by majority vote at a duly-called and noticed meeting declare any office vacant or remove any officer and elect a successor thereto.

The President will be:

Charles H. Pope
2149 SW Olympic Club Terrace
Palm City, Florida 34990

The Secretary will be:

Kimberly T. Pope
2149 SW Olympic Club Terrace
Palm City, Florida 34990

C. The directors may describe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security for the issuance of the new securities.

D. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office or directorship of this corporation.

E. No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the officers or directors of the corporation is or are interested in or is an officer or director or are officers or directors of such other corporations, and any officer, officers or directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction of the corporation or in

which the corporation is interested, and no contract, act or transaction of the corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any officer, officers or directors of the corporation is a party or parties to be interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become an officer or director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

F. Upon the proposed sale of any issued (or treasury) stock of this corporation, any holder of any issued shares of this corporation of the same class or series shall have the right to purchase his pro-rata share of such unissued (or treasury) shares as are proposed for sale (as nearly as may be done without the issuance of fraction shares) at the price at which such shares are offered to others.

ARTICLE VII OFFICERS

The officers of the corporation who shall conduct the business of the corporation during the first year of its existence or until their successors are elected and qualified shall be:

Charles H. Pope
2149 SW Olympic Club Terrace
Palm City, Florida 34990

Kimberly T. Pope
2149 SW Olympic Club Terrace
Palm City, Florida 34990

ARTICLE VIII INCORPORATOR

The name and address of the incorporator is:

Kimberly T. Pope
2149 SW Olympic Club Terrace
Palm City, Florida 34990

ARTICLE IX AMENDMENT

This corporation reserves the right to amend, alter, change or repeal any provision contained in these articles of incorporation in the manner now or hereafter prescribed by law, and all rights conferred on officers and shareholders herein are granted subject to this reservation.

ARTICLE X COMMENCEMENT

The corporation shall commence its existence upon filing with the Secretary of the State of Florida.

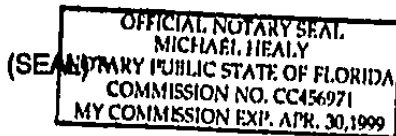
IN WITNESS WHEREOF, the undersigned incorporator has subscribed to these Articles of Incorporation this 5th Day of June, 1996.


Kimberly T. Pope

STATE OF FLORIDA
SS.
COUNTY OF

Before me, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared *Kimberly T. Pope*, known to me and known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 5th Day of June, 1996.



Notary Public
State of Florida, County
of Martin.

My commission expires: