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MACKAY & RANNEY, P.A.
ATTORNEYS AT LAW

David L. MacKay

2801 SW. College Road, Suite 1
Post Office Box 206, Ocala, Florida 34478-0206
(352) 237-3800 Fax (352) 237-0299

Thomas C. Ranney, Jr.

June 27, 1996

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314-6327

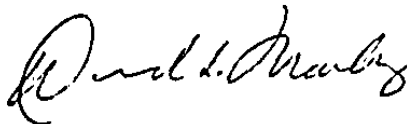
Re: Target Automotive, Inc.

TO WHOM IT MAY CONCERN:

Enclosed is an original and copy of Articles of Incorporation of Target Automotive, Inc., together with our trust account check in the amount of \$70, representing your filing fee. Please file the Articles of Incorporation, and return the enclosed acknowledgment copy to me.

Thank you for your attention to this matter.

Very truly yours,



DAVID L. MacKAY
For the Firm

DLM/jf

Enclosures

800001879868
-07/01/96--01002--006
*****70.00 *****70.00

FILED
95 JUN 28 PM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7-29/96
TJ

**ARTICLES OF INCORPORATION
OF
TARGET AUTOMOTIVE, INC.**

ARTICLE I - Name

The name of this corporation is **TARGET AUTOMOTIVE, INC.**

ARTICLE II - Duration

The period of its duration is perpetual.

ARTICLE III - Purpose

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

ARTICLE IV - Capital Stock and Voting Rights

The aggregate number of shares which this corporation shall have authority to issue and have outstanding at any time shall be 1,000 shares of common stock of par value of \$1.00 per share.

**ARTICLE V - Initial Registered Office,
Principal Office and Mailing Address**

The street address of the initial registered office, the principal office and mailing address of the corporation is 3022 Southeast Fifth Terrace, Suite D, Ocala, Florida, 34471.

FILED
25 JUN 23 AM 8:00
TALLAHASSEE, FLORIDA

ARTICLE VI - Initial Registered Agent - Designation and Acceptance

The name of the initial registered agent of this corporation is **TODD L. SMITH** , whose address is 3022 Southeast Fifth Terrace, Suite D, Ocala, Florida, 34471, who signed these Articles of Incorporation to indicate her acceptance and agreement to act in this capacity as contemplated by § 607.164, Florida Statutes.

ACCEPTANCE

I HEREBY ACCEPT the appointment as Registered Agent of **TARGET AUTOMOTIVE, INC.** and agree to act in that capacity.



Registered Agent

ARTICLE VI - Board of Directors

The corporation shall initially have one (1) Director, who shall serve concurrent one-year terms. The number of Directors may be increased or decreased by amendment to the bylaws of the corporation. The name and address of the initial Director of this corporation are:

TODD L. SMITH

3022 Southeast Fifth Terrace, Suite D
Ocala, Florida 34471

ARTICLE VIII - Amendment of Articles

These Articles of Incorporation shall only be amended by a unanimous vote of the shares carrying voting rights.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles
of Incorporation this ____ day of _____, 1996.

SUBSCRIBER:



TODD L. SMITH

FILED
65 JUN 28 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF MARION

The foregoing instrument was acknowledged before me by TODD L. SMITH. 6/25/96


(Signature, Notary Public, State of Florida)
(Print, Type or Stamp Commissioned
Name of Notary Public)

Personally known ____, OR Produced Identification X

Type of Identification Produced: .

Fla. Driver's License

c:\perfect\corporate\target.ari

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Thomas C. Ranney, Jr.

P96000055692

April 11, 1997

300002159103--4
-04/29/97--01103--003
*****35.00 *****35.00

Department of State
Fictitious Name Registration
Post Office Box 1300
Tallahassee, Florida 32302-1300

Re: Target Automotive, Inc.
Articles of Amendment (Name Change)
Fictitious Name Filing (for new name)

TO WHOM IT MAY CONCERN:

Enclosed is an original and copy of an Application for Registration of Fictitious Name, together with our check in the amount of \$50, representing your filing fee.

I am also enclosing an original and copy of Articles of Amendment and Unanimous Written Consent of Shareholders and Sole Director of Target Automotive, Inc. for filing. Please file the Articles of Amendment and then file the Application for Registration of Fictitious Name, and return the acknowledgment copies to me in the enclosed pre-addressed, stamped envelope. Our check in the amount of \$35 representing the filing fee for the Articles of Amendment is also enclosed.

Thank you for your attention to this matter.

Very truly yours,

David L. MacKay

DAVID L. MacKAY
For the Firm

DLM/jf

Enclosures

RECEIVED
97 APR 18 AM 1:40
DIVISION OF CORPORATIONS

APPROVED
7/10/97

P96000055692
NO
4-18-97

ARTICLES OF AMENDMENT
OF
TARGET AUTOMOTIVE, INC.

THESE ARTICLES OF AMENDMENT, having been authorized by Unanimous Written Consent of all Shareholders and the sole Director of TARGET AUTOMOTIVE, INC, are hereby filed and the Articles of Incorporation are amended as follows:

(1) The name of this corporation is changed to **TARGET MARKETING GROUP, INC**

(2) The date of this amendment is March 24, 1997.

No further amendment to the Articles of Incorporation is intended.

DATED this 24 day of March, 1997.

By: _____

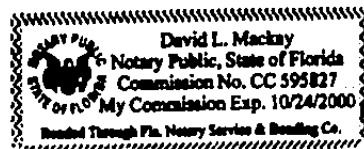
TODD L. SMITH, President

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 24th day of March, 1997, by **TODD L. SMITH**, on behalf of **TARGET AUTOMOTIVE, INC.**, a corporation, on behalf of the corporation.

(Signature, Notary Public, State of Florida)
(Print, Type or Stamp Commissioned
Name of Notary Public)

Personally Known X, OR Produced Identification _____
Type of Identification Produced: _____



**UNANIMOUS WRITTEN CONSENT OF SHAREHOLDERS
AND SOLE DIRECTOR OF
TARGET AUTOMOTIVE, INC.**

In accordance with Florida Statutes § 607.0704 and § 607.0821, this Unanimous Written Consent of Shareholders and the sole Director is hereby filed in the records of the corporation and the following resolution is hereby adopted:

RESOLVED that the name of this corporation, **TARGET AUTOMOTIVE, INC.**, shall be, and is hereby changed to **TARGET MARKETING GROUP, INC.**, and the officers are hereby instructed to file Articles of Amendment reflecting this change with the Secretary of State of Florida.

No further action is taken pursuant to this Unanimous Written Consent.

DATED this 24 day of March, 1997.



**TODD L. SMITH, Shareholder/
Sole Director**



ELTON WETTELAND, Shareholder