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CYNTHIA L. SHERR, P.A.

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Email csherr@aol.com

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07/16/96--01065--004
*****43.75 *****43.75

July 12, 1996

Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

Enclosed please find the Articles of Amendment to the Articles of Incorporation of Myers Marketing Communications, Inc., check for \$43.75, and a prepaid UPS overnight shipping bill. I would appreciate it, if you would return the filed copy of the Articles of Amendment and the Certificate of Status to my office via the UPS overnight shipping.

Thank you for your cooperation in this matter.

Very truly yours,

Cynthia L. Sherr

Cynthia L. Sherr

CLS/ns
enclosures

FILED

96 JUL 15 PM 12:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5178
Amend.

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

MYERS MARKETING COMMUNICATIONS, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE II, NATURE OF THE BUSINESS, being amended to read

This corporation may engage in every aspect of the business of a Marketing Agency. 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.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 7-12-96

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 12 day of July, 19 96.

Signature

Nancy Myers

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Nancy Myers

Typed or printed name

Incorporator

Xxxxxxxxxxxxxxx

Title

P9600005660

CYNTHIA L. SHERR, P.A.

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96 JUL 1 AM 9:42
SEARCHED INDEXED
PACIFIC MAIL CENTER
TALLAHASSEE, FLORIDA

June 28, 1996

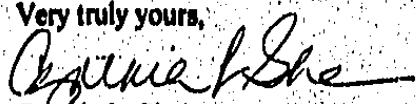
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

0000001882240
-07/02/96--01182--010
*****122.50 *****122.50

Enclosed please find the Articles of Incorporation, check for \$122.50, and a prepaid UPS overnight shipping bill. I would appreciate it, if you would return the filed copy of the Articles to my office via the UPS overnight shipping.

Thank you for your cooperation in this matter.

Very truly yours,



Cynthia L. Sherr

CLS/ns
enclosures

FILED
8 JUN 1 1982
FLORIDA
DEPARTMENT OF
STATE PAPER RECORDS

**ARTICLES OF INCORPORATION
OF
MYERS MARKETING COMMUNICATIONS, INC.**

**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:

MYERS MARKETING COMMUNICATIONS, INC.

**The address of the principal office of this corporation shall be 20944 Bay Court #346,
Aventura, FL 33180, and the mailing address of the corporation shall be the same.**

ARTICLE II. NATURE OF THE BUSINESS

**This corporation may engage in every aspect of the business of boat and marine
maintenance, repairs, sales. 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 100 shares of common stock having \$1.00 par value
per share.**

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 2016
Harrison Street, Hollywood, Florida 33020, and the name of the initial registered agent of
the corporation at the address is Cynthia L. Sherr, P.A.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have 1 officer(s) and 1 director(s), initially. The name(s)
and street address(es) of the initial officer(s) and director(s) who shall hold office for the
first year of the corporation, or until their successor is elected or appointed is/re:

Nancy Myers
20944 Bay Court #346, Aventura, FL 33180

ARTICLE VII. INCORPORATOR

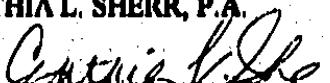
The name and address of the incorporator is Articles of Incorporation:

Cynthia L. Sherr, P.A.
2016 Harrison Street, Hollywood, Florida 33020

IN WITNESS WHEREOF, the undersigned agent of Cynthia L. Sherr, P.A., has
hereunto set their hand and seal of Cynthia L. Sherr, P.A. on June 28, 1996.

CYNTHIA L. SHERR, P.A.

By:

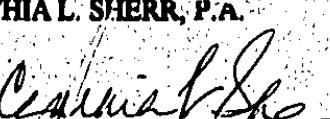

Cynthia L. Sherr, President

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Cynthia L. Sherr, P.A., a Florida corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CYNTHIA L. SHERR, P.A.

By:


Cynthia L. Sherr, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

**ASSIGNMENT OF THE SOLE INCORPORATOR
OF THE ARTICLES OF INCORPORATION**

OF

Myers Marketing Communications, Inc.

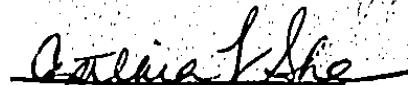
**Cynthia L. Sherr, P.A., as sole incorporator, for value received hereby assigns any
and all rights it may have as such incorporator to the following:**

**Nancy Myers
20944 Bay Court #346, Aventura, FL 33180**

Dated this June 28, 1996.

CYNTHIA L. SHERR, P.A.

By:


Cynthia L. Sherr, President