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July 16, 1996

Office of the Secretary of State of Florida
ATTN: Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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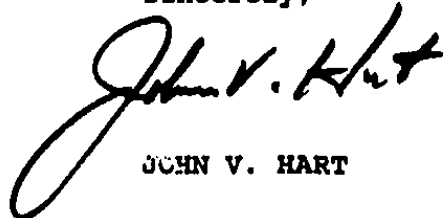
To Whom It May Concern:

I wish to form a corporation named STRATEGIC MARKETING
SYSTEMS, Inc.

Enclosed please find check in the amount of \$122.50 to
cover administrative and filing fees and a notarized
original and one copy of the Articles of Incorporation.

Thank you for giving this matter your attention.

Sincerely,


JOHN V. HART

JVH:tj

Enclosures

JOHN V. HART
3187 Gordon Street
Orange Park, FL 32065
Tel: (904) 296-0807

FILED
96 JUL 19 PM 4:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DMC
7.22.96

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96 JUL 19 PM 4:32
RECEIVED
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
STRATEGIC MARKETING SYSTEMS, INC.

* * * *

We, the subscribers identified herein to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the Laws of the State of Florida.

ARTICLE I

NAME OF CORPORATION. The name of the corporation shall be STRATEGIC MARKETING SYSTEMS, Inc.

ARTICLE II

NATURE OF BUSINESS. The general nature of the business to be transacted by this corporation is to engage in any activity or business permitted under the Laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK. The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 10,000 shares of Common Stock.

ARTICLE IV

INITIAL CAPITAL. The amount of capital with which this corporation will begin business is not less than One Hundred (\$100.00) Dollars.

ARTICLE V

TERM OF EXISTENCE. This corporation is to exist perpetually.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS. The initial street address in this state of the principal office of this corporation is 3187 Gordon Street, Orange Park, Clay County, Florida 32065.

The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII

SUBSCRIBERS. The names and street addresses of the subscribers of these Articles of Incorporation are:

MICHAEL J. BRACKEN	2844 Christopher Creek Rd., N. Jacksonville, FL 32217
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JOHN V. HART	3187 Gordon Street Orange Park, FL 32065
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ARTICLE VIII

REGISTERED AGENT. The initial designation of the Registered Office of this corporation shall be 3187 Gordon Street, Orange Park, Florida 32065.

The registered agent shall be JOHN V. HART.

Pursuant to Florida Statutes, having been named to accept process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

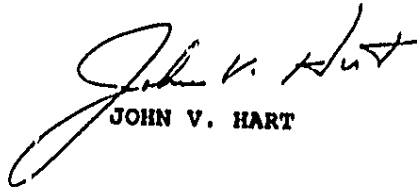
By  JOHN V. HART

Registered Agent

ARTICLE IX

AMENDMENT. These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I, the incorporator above named,
have hereunto set my hand and seal this 16th day of
July 1996.

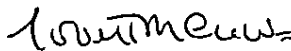

JOHN V. HART

STATE OF FLORIDA

COUNTY OF DUVAL

I HEREBY CERTIFY that this day, before me a Notary
Public duly authorized in the state and county named above
to take acknowledgments, personally appeared John V. Hart to
me known to be the person described as a subscriber in and
who executed the foregoing Articles of Incorporation, and
acknowledged before me that he subscribed to these Articles
of Incorporation.

WITNESS my hand and official seal in the county and
state named above, this 16th day of July, 1996.



Notary Public



ROBERT M. CREWS
MY COMMISSION # 00428080 EXPIRES
December 13, 1998
BANKED THRU TROY FARM INSURANCE, INC.