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FILED

PAULA M. KANDEL
Attorney at Law

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

595 N. Nova Road, Suite 112 • Ormond Beach, Florida 32174 • (904) 673-6543 • Fax: (904) 676-0360

July 13, 1996

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

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-07/23/96--01037--008
***122.50 ***122.50

Re: ACCUMEN SALES & MARKETING GROUP, INC.
Articles of Incorporation - Filing

Dear Clerk:

Please accept for filing the attached set of Articles of Incorporation, and one copy, for the corporation named below:

ACCUMEN SALES & MARKETING GROUP, INC.

Enclosed is my check made payable to the Florida Department of State in the amount of \$122.50 for the filing fees and a certified copy of the Articles. Please return the receipt of filing and certified copy of these Articles of Incorporation to me at the above listed address. Thank you for your assistance in this regard.

Sincerely,

Paula M. Kandel

Paula M. Kandel
Attorney at Law

PK
7/24/96

**ARTICLES OF INCORPORATION
OF
ACCUMEN SALES & MARKETING GROUP, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby associates himself together to form a for-profit corporation under the laws of the State of Florida.

ARTICLE 1

Name

The name of the corporation is:

ACCUMEN SALES & MARKETING GROUP, INC.

ARTICLE II

Nature of Business

The general nature of the business and the objectives and purposes proposed to be transacted and carried on, are to do any and all things here mentioned, as fully and to the same extent as natural person might or could do, viz:

(A) To own and hold the stock of one or more corporations which market, develop, buy, sell and consult on real property and related services and products in the State of Florida and the United States for themselves and on behalf of other persons and to deal in any manner whatsoever in this regard, and to do all things and engage in all activities necessary and proper or incidental to said development, consultation, management and marketing of said property and products by the related corporations.

(B) In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the law of the State of Florida upon corporation formed under its laws, and to do any or all things hereinbefore set forth to the same extent as natural persons might or could do.

ARTICLE III
Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Five Hundred (500) shares of Common voting stock of \$1.00 par value.

The consideration to be paid for each share shall be paid in money, property, labor or services, at a just valuation to be fixed by the subscribers or by the directors at a meeting called for such purpose. In the event any stockholder wishes to sell, assign, or encumber his stock he must first receive written approval from all stockholders and in the case of sale must also give right of first refusal, at fair market value as determined by an independent Florida C.P.A., to all stockholders. Highest bidder to prevail.

ARTICLE IV
Initial Capital

The amount of capital with which this corporation shall begin business is not less than FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE V
Terms of Existence

The corporation is to exist perpetually.

ARTICLE VI
Address

The initial street address of the principal office of this corporation in the State of Florida is: 1260 N. Atlantic Blvd., Daytona Beach, Florida 32118. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII
Directors

The initial number of Directors shall be not less than one (1), who need not be stockholders. The number of Directors may be

increased from time to time in such manner as may be prescribed by the by-laws, but shall never be less than one (1).

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall any thing herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case though not specifically herein provided for.

It is agreed between the Stockholders and Directors that the Stockholder/Director may perform services for the corporation, and to that extent there is no conflict, provided the Stockholders/Directors agree to their service.

ARTICLE VIII

Initial Directors and Officers

The name and street address of the member of the first Board of Directors, who subject to the provisions of the Articles of Incorporation, the By-Laws, and the Corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until his successor is elected and have qualified, are:

Name

Address

Martin M. Kandel

21 River Ridge Trail

President

Ormond Beach, Florida 32174

ARTICLE IX
Subscriber

The name and address of the subscriber to these Articles of Incorporation is:

Name

Address

Martin M. Kandel

21 River Ridge Trail
Ormond Beach, Florida 32174

ARTICLE X
Amendment

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, in the manner provided by law; and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE XI
Termination

This corporation shall only terminate by written agreement between the Stockholders or by operation of law, or by a court of competent jurisdiction.

IN WITNESS WHEREOF, the subscriber to these Article of Incorporation has hereunto set his hand and seal this 3rd day of

July, 1996.

Martin M. Kandel (Seal)

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

96 JUL 22 PM 1:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO SECTION 607.0501, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED;

FIRST - ACCUMEN SALES & MARKETING GROUP, INC., DESIRING TO
ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
OFFICE AT 1260 N. ATLANTIC BLVD., DAYTONA BEACH, FLORIDA 32118 HAS
DESIGNATED:

PAULA M. KANDEL, Attorney at Law
595 N. NOVA ROAD, SUITE 112
ORMOND BEACH, FLORIDA 32174

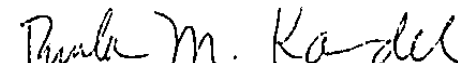
AS ITS REGISTERED AGENT AND ITS REGISTERED OFFICE IN THE STATE
OF FLORIDA.



Martin M. Kandel,
Director/Subscriber

Date: 7/3/96

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED
IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED
AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND
ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Paula M. Kandel

Date: July 3, 1996