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ATTORNEYS AT LAW

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57 ORANGE STREET  
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PALATKA, FLORIDA 32178-0803  
(904) 326-6784

August 21, 1996

Division of Corporations  
Corporate Records Bureau  
Department of State  
P O Box 6327  
Tallahassee, Florida 32314

300001930923  
-08/23/96--01070--012  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Marketing Specialties, Inc.  
a proposed corporation

Gentlemen:

Enclosed you will find the original and one (1) copy of Articles of Incorporation of Marketing Specialties, Inc. and Certificate of Designation Registered Agent/ Registered Office for the above referenced proposed corporation. Our firm check in the amount of \$122.50 to cover the costs involved for filing is also enclosed.

If all is in order, please file the original Articles of Incorporation, certify the enclosed copy and return same to me at the address shown above. Thank you for your assistance.

Sincerely,

Joe C. Miller II

JCMII/ap  
Enclosures

AUG 26 1996

FILED  
96 AUG 23 PM 3:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
BSB

**ARTICLES OF INCORPORATION  
OF  
MARKETING SPECIALTIES, INC.**

**FILED**  
96 AUG 23 PM 3:19  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I: NAME**

The name of the corporation is **MARKETING SPECIALTIES, INC.**

**ARTICLE II: PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:  
700 Anastasia Blvd.  
St. Augustine, FL 32084

**ARTICLE III: CAPITAL STOCK**

The number of shares that this corporation is authorized to have outstanding at any one time is: 1,000 with par value of \$1.00.

**ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is .

Eugene H. Carter, Registered Agent  
103 Heron's Nest Lane  
St. Augustine, FL 32084

**ARTICLE V: INCORPORATOR**

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

Eugene H. Carter  
103 Heron's Nest Lane  
St. Augustine, FL 32084

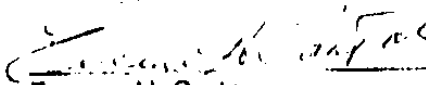
**ARTICLE VI: DURATION**

The duration of the corporation shall be perpetual.

**ARTICLE VII: PURPOSE**

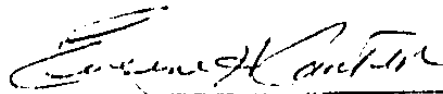
The general purpose for which the corporation is organized is to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act, and to do all things as are necessary or desirable in order to accomplish the foregoing.

Executed by the undersigned at St. Augustine, St. Johns County, Florida,  
this 21 day of August 1996

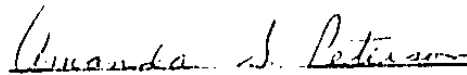
  
Eugene H. Carter

STATE OF FLORIDA  
COUNTY OF ST. JOHNS

BEFORE ME, the undersigned authority, on this day personally appeared  
EUGENE H. CARTER, who is personally known to me or has produced  
\_\_\_\_\_ as identification, and being first duly sworn, deposes and says:  
that he is the incorporator named in the foregoing Articles, that he has read the  
same, know the contents thereof, and that the same are true and correct to the  
best of his knowledge and belief

  
Eugene H. Carter  
Incorporator

SWORN TO AND SUBSCRIBED before me this 21<sup>st</sup> day of August, 1996.

  
Notary Public  
State of Florida at Large  
My commission expires:



AMANDA S. PETERSON  
My Commission CC493388  
Expires Sep. 05, 1999

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

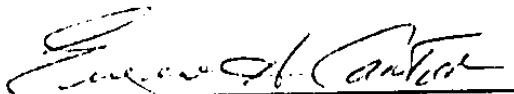
Pursuant to the provisions of section 607 0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida

- 1 The name and address of the corporation is:


Marketing Specialties, Inc  
700 Anastasia Blvd  
St. Augustine, FL 32084

- 2 The name and address of the registered agent and office is:

Eugene H. Carter  
103 Heron's Nest Lane  
St. Augustine, FL 32084

  
EUGENE H. CARTER  
President  
Date August 21, 1996

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.

  
EUGENE H. CARTER  
Registered Agent  
Date August 21, 1996

FILED  
06 AUG 23 PM 3:19  
TALLAHASSEE, FLORIDA