

PERSON & ASSOCIATES, CPAs, P.A.  
CERTIFIED PUBLIC ACCOUNTANTS

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P960000076082

September 9, 1996

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-09/11/96--01096--001  
\*\*\*\*122.50 \*\*\*\*122.50

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Dear Sir or Madam:

Enclosed are the Articles of Incorporation for **ALLIANCE MARKETING SERVICES, INC.**  
along with a check in the amount of \$122.50 to cover the filing fees.

Please forward the articles back to my attention at the above address.

If you have any questions or need additional information, please do not hesitate to contact me.

Thank you.

Very truly yours,

PERSON & ASSOCIATES, CPAs, P.A.

*Lisa L. Ballard*  
Lisa L. Ballard

llb  
Enclosure

*DMC*  
*9/12/96*

FILED  
56 SEP 11 PM 12:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1360 South Patrick Drive • Satellite Beach, FL 32937 • Call (407) 773-1040 • Fax (407) 773-1041

MEMBER FLORIDA INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS  
MEMBER NATIONAL SOCIETY OF PUBLIC ACCOUNTANTS  
MEMBER FLORIDA SOCIETY OF ACCOUNTING AND TAX PROFESSIONALS, INC.  
MEMBER NATIONAL ASSOCIATION OF TAX PRACTITIONERS

**ARTICLES OF INCORPORATION  
OF  
ALLIANCE MARKETING SERVICES, INC.**

**FILED**  
96 SEP 11 PM 12:11  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

*The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby forms a corporation under the laws of the State of FLORIDA.*

**ARTICLE I  
NAME**

*The name of this corporation is **ALLIANCE MARKETING SERVICES, INC.***

**ARTICLE II**

**NATURE OF PROFESSIONAL BUSINESS**

*This corporation may engage in or transact any and 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 10,000 shares of common stock, having a par value of \$1.00 per share.*

**ARTICLE IV  
ADDRESS**

*The street address of the initial registered office of the corporation shall be: 1360 S. Patrick Drive, Satellite Beach, FL 32937*

*and the name of the initial Registered Agent for the corporation at that address is: Kim W. Hoesly*

**ARTICLE V**  
**SPECIAL PROVISIONS**

*The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.*

**ARTICLE VI**  
**TERMS OF EXISTENCE**

*This corporation shall exist perpetually.*

**ARTICLE VII**  
**LIMITATION OF LIABILITY**

*Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.*

**ARTICLE VIII**  
**SELF DEALING**

*No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any corporation, and any director or directors, individually or jointly, may be a party to, or may be interested in such contract, act or transaction, or in any way connected with such person or persons firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation. This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:*

*Kim W. Hoesly*

**ARTICLE IX**  
**INCORPORATOR**

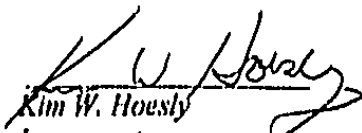
*The name and address of the incorporator is:*

*Kim W. Hoesly  
1360 S. Patrick Drive  
Satellite Beach, FL 32937*

**STATE OF FLORIDA  
COUNTY OF BREVARD**

*I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County aforesaid, personally appeared Kim W. Hoesly to me known and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these articles of Incorporation.*

*IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal, in the State and County aforesaid this 26th day of August 1996.*

  
Kim W. Hoesly  
Incorporator

  
Notary Public, State of Florida

*My Commission Expires:*



ANNA MARIE PEEK  
COMMISSION # CC 528929  
EXPIRES JAN 23, 2000  
BONDED THRU  
ATLANTIC BONDING CO., INC.

DESIGNATION OF AND ACCEPTANCE BY REGISTERED AGENT

FILED

90 SEP 11 PM 12:11

FLORIDA SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following is submitted in compliance with the laws of the State of FLORIDA,  
ALLIANCE MARKETING SERVICES, INC., a corporation organizing under the laws of the State of  
Florida, with its principal office located at:

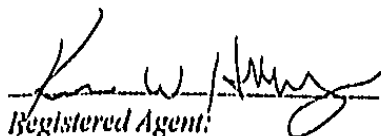
1360 S. Patrick Drive  
Satellite Beach, FL 32937

has named:

Kim W. Hoesly  
1360 S. Patrick Drive  
Satellite Beach, FL 32937


ACCEPTANCE

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

  
Registered Agent:

BEFORE ME, the undersigned authority, this day appeared Kim W. Hoesly, at 1360 South Patrick Drive, Satellite Beach, Florida, County of Brevard, State of Florida, who is personally known to me or who showed Driver's License as identification and who did/did not take an oath and who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 26th day of August 1996.

  
Notary Public, State of Florida

My Commission Expires:



ANNA MARIE PEEK  
COMMISSION # CC 528929  
EXPIRES JAN 23, 2000  
BONDED THRU  
ATLANTIC BONDING CO., INC.