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THE SHERRIS GROUP
12500 South Highway 90
Suite 200, Littleton, Colorado 80120
Tel: 303.720.1501 - Fax: 303.720.5762

FILED

96 SEP 11 10 40 AM

CLERK OF COURT
CLERK OF COURT

September 4, 1996

VIA CERTIFIED MAIL

RETURN RECEIPT REQUESTED

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

000001945240
-09/12/96--01007--011
****131.25 ****131.25

Re: PARTNERS MARKETING SERVICES OF FLORIDA, INC.

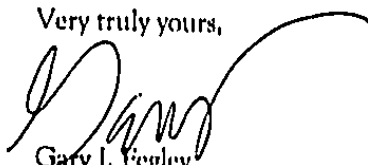
Gentlemen:

Enclosed herewith for filing on an expedited basis please find the Articles of Incorporation, Certificate of Designation of Registered Agent/Registered Office and a Transmittal Letter for the above-captioned corporation. Also enclosed is a check in the amount of \$131.25 to cover the \$35.00 filing fee, \$35.00 Designation of Registered Agent fee, \$52.50 Certified Copy fee and the \$8.75 Certificate of Status fee.

If the enclosures are found to be in order, please see that the Articles are promptly filed and that your certificate in acknowledgment thereof is delivered to my attention.

Thank you for your assistance in this matter. If you should have any questions or comments regarding this matter, please do not hesitate to call me.

Very truly yours,


Gary J. Fegley
Sole Incorporator

TH
9-13-96

**ARTICLES OF INCORPORATION
OF
PARTNERS MARKETING SERVICES OF FLORIDA, INC.**

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The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Corporation Act, hereby adopt(s) the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of the corporation shall be PARTNERS MARKETING SERVICES OF FLORIDA, INC.

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be: 222 Lakeview Avenue #1510, in the City of West Palm Beach and the State of Florida 33401-6149, Attention: Paula Hughes.

**ARTICLE III
SHARES**

The number of shares that the corporation is authorized to have outstanding at any one time is: One Hundred (100) common shares. All such shares are to be issued at One Dollar (\$1.00) par value.

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

The name and address of the initial registered agent is:

Richard Flah
222 Lakeview Avenue #1510
West Palm Beach, FL 33401-6149
Attention: Paula Hughes

ARTICLE V
INCORPORATOR(S)

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

Gary J. Fegley
1250 Capital of Texas Hwy. S. #2-600
Austin, Texas 78746.


ARTICLE VI
PURPOSE

The purposes for which the corporation are as follows:

(a) to operate as an insurance agency under the insurance laws of the United States and State of Florida and to engage in life, health and variable lines of insurance; and

(b) to engage in the transaction of any lawful act or activity for which corporations may be formed under the Florida Business Corporation Act.

IN WITNESS WHEREOF, the Incorporator has executed these Articles of Incorporation this 20th day of August, 1996.



Gary J. Fegley, Sole Incorporator

**CERTIFICATE OF DESIGNATION OF
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 of the corporation is: PARTNERS MARKETING SERVICES OF FLORIDA, INC.

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

Richard Flah

(NAME)

222 Lakeview Avenue #1510

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

West Palm Beach, Florida 33401

(CITY/STATE/ZIP)

Attention: Paula Hughes

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.



(SIGNATURE)

23 August '96

(DATE)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314