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November 6, 1997

Secretary of State
Division of Corporations
409 E. Gains Street
Tallahassee, FL 32301

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-11/12/97-01104-001
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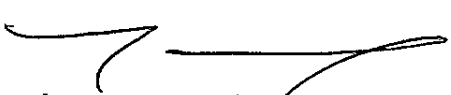
Re: Cooperative Marketing Group, Inc.

Dear Sir or Madam:

Enclosed herewith please find the original and one (1) copy of Articles of Amendment and Restatement of Articles of Incorporation for the above styled corporation which needs to be filed with your office, as well as our check in the amount of Thirty-five (\$35.00) Dollars for costs incurred in same. After the Articles of Amendment and Restatement of Articles of Incorporation have been filed, please return the copy with the confirmation letter of filing the above referenced Corporation in the self-addressed stamped envelope enclosed for your convenience.

Do not hesitate to contact our office if you have any questions or require further information.

Sincerely yours,


Thomas O. Michael, Esq.

TOM/rap
Enclosure

FILED
97 NOV 12 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended & Restated

Done
11/18

ARTICLES OF AMENDMENT AND
RESTATEMENT OF ARTICLES OF INCORPORATION
OF
COOPERATIVE MARKETING GROUP, INC.

Pursuant to the provisions of Sections 607.1001, 607.1003, 607.1006, and 607.1007 of the Florida Business Corporation Act, the Articles of Incorporation of the above-named corporation are hereby completely amended and restated as follows:

ARTICLE I
NAME

The name of the corporation is: Cooperative Marketing Group, Inc.

ARTICLE II
DURATION

The term of the existence of the corporation is perpetual, and shall commence on the date of the filing of the original Articles of Incorporation of this corporation, such date being September 17, 1996 and the amendments to the Articles of Incorporation shall be effective upon the filing of this Articles of Amendment and Restatement of Articles of Incorporation.

ARTICLE III
PURPOSE

The purpose for which this corporation is organized is to engage in various marketing ventures and to also transact any and all other lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV
CAPITAL STOCK

The aggregate number of shares that the corporation has authority to issue is 100 shares of common shares, with a par value of \$1.00 per share.

ARTICLE V
SPECIAL PROVISION

It is the intent of the incorporator that the corporation may qualify under Section 1244 of the Internal Revenue Code, and the board of directors are hereby authorized and empowered to so qualify the stock under the appropriate sections of the Internal Revenue Code.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI
PRINCIPAL OFFICE AND
REGISTERED OFFICE

The principal office, if known, or the mailing address of the Corporation is 315 Scott Court, Palm Harbor, Florida 34684.

The street address of the initial registered office of the Corporation is 315 Scott Court, Palm Harbor, Florida 34684 and the name of the initial registered agent at that address is Karin A. David.

ARTICLE VII
DIRECTORS/OFFICERS

The initial board of Directors of the corporation shall consist of 2 members.

The name and address of the first Board of Directors are:

Karin A. David, 315 Scott Court, Palm Harbor, Florida 34684, and Donald V. David, 315 Scott Court, Palm Harbor, Florida 34684.

ARTICLE VIII
INDEMNIFICATION

The corporation shall indemnify its directors and officers to the fullest extent permitted by law.

ARTICLE IX
INCORPORATOR

The name and address of the Incorporators of this Corporation are:

Karin A. David, 315 Scott Court, Palm Harbor, Florida 34684, and Donald V. David, 315 Scott Court, Palm Harbor, Florida 34684.

ARTICLE X
AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation, or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

AUTHORIZATION FOR AMENDMENT
AND RESTATEMENT

The foregoing amendments to and restatement of the Articles of Incorporation of this Corporation, were duly adopted by written consent of all of the Directors and Shareholders entitled to vote

thereon, pursuant to Section 607.1003, 607.1006, and 607.1007 Florida Statute, on the 27 day of August, 1997, and the number of votes cast for the amendments by the Directors and Shareholders were sufficient for approval.


IN WITNESS WHEREOF, we, the undersigned President and Secretary of this corporation have executed these Articles of Amendment and Restatement of the Articles of Incorporation on the 27 day of August, 1997.


DONALD V. DAVID, PRESIDENT


DONALD V. DAVID, SECRETARY

ACCEPTANCE BY REGISTERED AGENT


Having been named to accept service of process for the above named corporation, at a place designated in these amended and restated Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.


KARIN A. DAVID,
Registered Agent

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 27 day of August, 1997, by DONALD V. DAVID, who is personally known to me and who did take an oath, and acknowledged to and before me that he has executed the foregoing instrument for the purposes therein expressed.

NOTARY PUBLIC:

Sign 
Print Rita A. Ponder
Notary Public
State of Florida
My Commission Expires:
(Seal, if applicable)

