

96000079944



ACCOUNT NO. : 072100000032

REFERENCE : 099293 85437A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : September 26, 1996

ORDER TIME : 9:16 AM

ORDER NO. : 099293

CUSTOMER NO: 85437A

CUSTOMER: Ms. Marieta G. Pidermann
SMITH & SUPRASKI, P.A.

Suite 760, Biscayne Centre
11900 Biscayne Boulevard
Miami, FL 33181

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-09/26/96--01018--046
*****122.50 *****122.50

DOMESTIC FILING

NAME: STRATEGIC INTERNATIONAL
MARKETING GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Thelmon Washington

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 26 PM 2:07

RECEIVED
96 SEP 26 AM 11:03
DIVISION OF CORPORATIONS

9/26/96

EFFECTIVE DATE

9/25/96

**ARTICLES OF INCORPORATION
OF**

**STRATEGIC INTERNATIONAL
MARKETING GROUP, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 26 PM 2:08

I, the undersigned incorporator of this corporation, under Florida Statutes 607, as amended, adopt the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of this corporation is: **STRATEGIC INTERNATIONAL MARKETING GROUP, INC.** The principal place of business of this corporation shall be at 11900 Biscayne Boulevard, Suite 760, Miami, Florida 33181.

**ARTICLE II
NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is to engage in any lawful activity for which corporations may be organized under the laws of the State of Florida.

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares of stock which this corporation is authorized to have at any one time is One Thousand (1,000) shares of common stock of One (\$1.00) Dollars par value.

**ARTICLE IV
CAPITALIZATION**

The minimum amount of capital with which the corporation will commence is One Thousand Dollars (\$1,000.00).

ARTICLE V

VOTING

Except as otherwise provided by law, the entire voting power for all purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI

DURATION

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE IX

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X

TRANSFER OF SHARES

No shareholder may transfer or otherwise dispose of his interest in the corporation without first permitting the remaining shareholders a right of first refusal commensurate with their respective proportional shareholder interest in the corporation. Should any shareholder desire not to exercise the right of first refusal, any remaining shareholder shall be entitled to a right of second refusal as to the first shareholder's exercisable interest of right of first refusal. Value of the stock shall be determined by a disinterested appraiser.

ARTICLE XI
INITIAL REGISTERED AGENT/OFFICE

The name and address of the initial registered agent of this corporation is LOUIS A. SUPRASKI, ESQ., 11900 Biscayne Boulevard, Suite 760, Miami, Florida 33181.

ARTICLE XII
INCORPORATOR

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

NAME

Louis A. Supraski, Esq.

ADDRESS

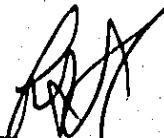
11900 Biscayne Boulevard
Suite 760
Miami, Florida 33181

ARTICLE XIII
INDEMNIFICATION

The subscriber, along with the officers and directors of the corporation shall be indemnified and held harmless by the corporation from and against any and all claims, losses, costs, liability or expense incurred by them in connection with or resulting from any claim, action, suit or proceeding, in which they may become involved, as a party or otherwise, by reason of their being or having been a director, officer or employee of the corporation, whether or not they continue to be such at the time such loss, costs, liability or expense is imposed or incurred, except with regard to matters to which any such director, officer or employee is found guilty of gross negligence or willful misconduct in the performance of his or her duty.

Expenses (including attorney's fees) incurred in defending any claim, action, suit or proceeding may be paid by the corporation in advance of the final disposition of such proceeding.

Dated this 25 day of September, 1996.



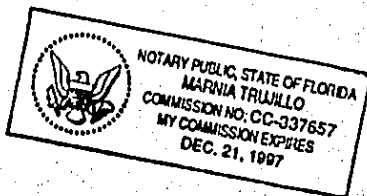
LOUIS A. SUPRASKI, ESQ.
SUBSCRIBER

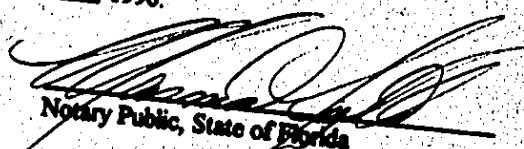
STATE OF FLORIDA)
COUNTY OF DADE)ss:
)

BEFORE ME, the undersigned Notary Public, personally appeared LOUIS A. SUPRASKI, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me, that they made and subscribed the same for the purpose therein mentioned and set forth.

IT WITNESS WHEREOF, I have hereunto set my hand and official seal, at Miami, Dade County, Florida this 25 day of September, 1996.

My Commission Expires:





Notary Public, State of Florida

Marnia Trujillo

Print Name of Notary Public

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM, PROCESS MAY BE SERVED**

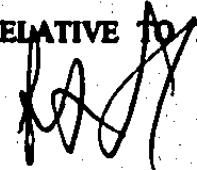
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST -- THAT STRATEGIC INTERNATIONAL MARKETING GROUP, INC. ,
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA,
WITH ITS PRINCIPAL PLACE OF BUSINESS LOCATED AT 11900 BISCAYNE
BOULEVARD, SUITE 760, MIAMI, FLORIDA 33181, HEREBY NAMES LOUIS A.
SUPRASKI, ESQ. AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE
OF FLORIDA.



LOUIS A. SUPRASKI, ESQ.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.



LOUIS A. SUPRASKI, ESQ.
REGISTERED AGENT
DATED: September 25, 1996

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 26 PM 2:08