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PRENCE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032 DIVISION OF CORPORATION

REFERENCE : 104723 81579A

AUTHORIZATION :

COST LIMIT : \$ 122.50 *Patricia Pizub*

ORDER DATE : October 1, 1996

ORDER TIME : 10:05 AM

EFFECTIVE DATE
9.30.96

ORDER NO. : 104723

100001961311

CUSTOMER NO: 81579A

CUSTOMER: Michele Leclerc, Legal Asst
L. A. GORNT0, JR., ESQ

Suite 400
149-f South Ridgewood Avenue
Daytona, FL 32114

DOMESTIC FILING

NAME: CONSUMER BENEFIT
MARKETING, 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: Deborah Schroder

EXAMINER'S INITIALS: KR
10.2.96

FILED
96 OCT -1 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
9.30.96

ARTICLES OF INCORPORATION
OF
CONSUMER BENEFIT MARKETING, INC.

FILED
96 OCT -1 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I
NAME

The name of this corporation shall be:

Consumer Benefit Marketing, Inc.

ARTICLE II
PRINCIPAL OFFICE

The principal place of business or mailing address of this corporation shall be:

770 W. Granada Blvd., Suite 250
Ormond Beach, Florida 32174

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of voting common stock having a par value of \$1.00 per share, with the consideration to be paid for each share to be in cash, property or other benefits to the corporation, as may be determined to be adequate by the Board of Directors.

ARTICLE IV
TERM OF EXISTENCE

This corporation shall commence September 30, 1996, and shall have perpetual existence.

ARTICLE V
NUMBER OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance

with the Bylaws of this corporation. The Director, as such, shall receive such compensation for his services, if any, as may be set by the Board of Directors at an annual or special meeting. The Director may authorize and require the payment of the reasonable expenses incurred by the Director in attending meetings of the Directors. Nothing in this Article shall be construed to preclude the Director from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE VI DIRECTORS

The name and address of the initial Director of this corporation, who shall hold office the first year of the corporation's existence or until his successors are elected, are:

<u>Name</u>	<u>Address</u>
Derrick R. Mims	770 W. Granada Blvd. Suite 250 Ormond Beach, FL 32174

ARTICLE VII OFFICERS

The name and address of the initial Officer of this corporation, who shall hold office the first year of the corporation's existence or until his successors are elected, are:

<u>Name and Address</u>	<u>Office</u>
Derrick R. Mims 770 W. Granada Blvd. Suite 250 Ormond Beach, FL 32174	President, Secretary and Treasurer

ARTICLE VIII INCORPORATOR

The name and street address of the incorporator signing these articles are:

<u>Name</u>	<u>Address</u>
L. A. Gornito, Jr., Esq.	149-F S. Ridgewood Avenue Daytona Beach, FL 32114

ARTICLE IX
AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders' meeting by a majority of the stock issued and entitled to be voted, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. Any right conferred by these Articles of Incorporation upon the Shareholders is subject to this reservation.

ARTICLE X
BYLAWS

The power to adopt, alter, amend or repeal Bylaws of this corporation shall be vested in the Board of Directors.

ARTICLE XI
INDEMNIFICATION

This corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by the law.

The undersigned incorporator has executed these Articles of Incorporation this 30th day of September, 1996.

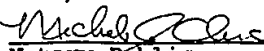


L. A. Gornito, Jr.

STATE OF FLORIDA

COUNTY OF VOLUSIA

The foregoing Articles of Incorporation was acknowledged before me this 30th day of September, 1996, by L. A. Gornito, Jr., who is personally known to me and who did not take an oath.



Notary Public
State of Florida at Large
My Commission Expires:



MICHELE LECLERC
Notary Public, State of Florida
My Commission Expires Apr. 25, 1997
Commission No. CC 4422

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0505, 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:
Consumer Benefit Marketing, Inc.
2. The name and address of the registered agent and office is:
L. A. Gornito, Jr.
149-F S. Ridgewood Avenue
Daytona Beach, FL 32114

SIGNATURE: 
L. A. Gornito, Jr., Incorporator

DATE: September 30, 1996

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, and I accept the duties and obligations of Section 607.0505, Florida Statutes.

SIGNATURE: 
L. A. Gornito, Jr.

DATE: September 30, 1996

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA