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10/02/96

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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NAME: VANDELAY MARKETING, INC.

AUDIT NUMBER.....H96000013834

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 3

CERT. COPIES.....0

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION**OF**

Vandelay Marketing, Inc.

FILED
96 OCT 22 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I NAME

The name of the corporation shall be:

Vandelay Marketing, Inc.

The principal place of business of this corporation shall be:

4 Kingston Court, Stuart, Florida 34996

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or 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 aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: 1,000 shares, \$1.00 par value

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

Virginia H. Ferraro
4 Kingston Court
Stuart, Florida 34996
President/Director

Nicholas A. Ferraro
4 Kingston Court
Stuart, Florida 34996
V. President/Director

Prepared by:

Frank A. Ferraro, CPA
3601 SE Ocean Boulevard, Suite 001
Stuart, Florida 34996

(561) 283-5001

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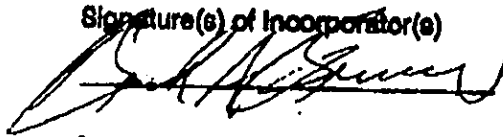
ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

Frank A. Ferraro, CPA
3601 SE Ocean Boulevard, Suite 001
Stuart, Florida 34996

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 2nd day of October, 1996.

Signature(s) of Incorporator(s)



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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, 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: Vandelay Marketing, Inc.

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

Frank A. Ferraro, CPA
3601 SE Ocean Boulevard, Suite 001
(P.O. BOX NOT ACCEPTABLE)

Stuart, Florida 34996

(CITY/STATE/ZIP)

SIGNATURE

Virginia H. Ferraro
(corporate officer)

TITLE

President

DATE

10/2/96

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 607.325, FLORIDA STATUTES.

SIGNATURE

DATE

[Signature]
10/2/96

REGISTERED AGENT FILING FEE:

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