

10/08/96

FLORIDA DIVISION OF CORPORATIONS
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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: PROACTIVE MARKETING, INC.

AUDIT NUMBER.....H96000014123

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

CERT. OF STATUS..0

PAGES..... 4

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**ARTICLES OF INCORPORATION
OF
PROACTIVE MARKETING, INC.**

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ARTICLE I - NAME

The name and mailing address of this Corporation is PROACTIVE MARKETING INC., located at 7601 East Treasure Drive, Suite 1403, Miami Beach, Florida 33141.

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida. The purpose of this Corporation is to provide marketing and developmental services to individual clients, businesses and corporations.

ARTICLE IV - STOCK

This Corporation is authorized to issue 100 shares of stock - \$0.50 par value which shall be designated as "common shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the registered agent of this Corporation is KENNETH B. GOLDSMITH, ESQUIRE 1080 99th Street, Suite A-33, Bay Harbor Islands, FL 33154.

ARTICLE VI - INITIAL BOARD OF DIRECTORS AND OFFICERS

This Corporation shall have one (1) Director, initially, Scott Evans. The number of Directors may be increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The corporate officers are as follows:

Scott Evans President & Treasurer 7601 E. Treasure Drive, Suite 1403, MB, FL 33141

Prepared by:
Kenneth B. Goldsmith, Esquire
1080 99th Street/Suite A-33
Bay Harbor Islands, FL 33154
(305) 868.9905
FAX: 0733783

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ARTICLE VII - BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or the Directors.

ARTICLE VIII - INDEMNIFICATION

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

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 has, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Scott Evans, 7601 E. Treasure Drive, Suite 1403, MB, FL 33141.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Article of Incorporation on this ____ day of September, 1996.

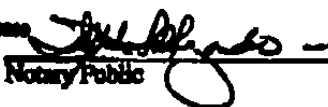

SCOTT EVANS

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me on this 24 day of September, 1996, by SCOTT EVANS, who personally appeared before me at the time of notarization and (✓) who is personally known to me or () who produced #FDL identification.



D. M. ORLANDO
My Commission Expires
October 17, 1999


Notary Public

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**CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF
BUSINESS FOR SERVICE OF PROCESS WITHIN FLORIDA AND
ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with 48.091, Florida Statutes, the following is submitted:

That PROACTIVE MARKETING, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 7601 E. Treasure Drive, Suite 1403, MB, FL 33141, has named KENNETH B. GOLDSMITH, ESQUIRE, as its agent to accept service of process within Florida.

Dated:

Scott Evans
Scott Evans

Having been named to accept service of process for the above named corporation, at 1080 99th Street, Suite A-33, Bay Harbor Island, FL 33154, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Kenneth B. Goldsmith
Kenneth B. Goldsmith

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me on this 25 day of September, 1996, by KENNETH B. GOLDSMITH, who personally appeared before me at the time of notarization and (✓) who is personally known to me or () who produced WFL as identification.



D. M. DELGADO
My Commission Expires
August 17, 2000

Notary Public

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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