

CR2E031(1 25)

CERTIFICATE OF INCORPORATION
OF
Marketing and Management Concepts, Inc.

THE UNDERSIGNED, being over the age of eighteen years, in order to form a corporation pursuant to the provisions of the Corporate Code, hereby certifies as follows:

**FIRST
IDENTIFICATION**

The name of the corporation, hereinafter referred to as the "Corporation," is Marketing and Management Concepts, Inc.

**SECOND
PERIOD OF EXISTENCE**

The period during which the corporation shall continue is perpetual.

**THIRD
REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the Corporation is 4505 Old Orchard Dr., Tampa, FL and the name and address (if different) of the initial registered agent therein and in charge thereof, upon whom process against the Corporation may be served, is Dolores H. Foster 33624-4628

**FOURTH
PURPOSE**

The purpose of the Corporation is to engage in any or all lawful business for which corporations may be organized under the provisions of the General Corporation Law of Delaware.

**FIFTH
SHARES**

The total authorized capital stock of the Corporation is One Hundred (100) shares having a Par Value of none. All or any part of said shares may be issued by the Corporation from time to time and for such consideration as may be determined upon or fixed by the Board of Directors, as provided by law.

**SIXTH
INCORPORATOR'S ADDRESS**

The name and post office address of the Incorporator of the Corporation is as follows:

Dolores H. Foster
4505 Old Orchard Dr.
Tampa, FL 33624-4628

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SEVENTH
DIRECTORS

The powers of the incorporator are to terminate upon the filing of this Certificate of Incorporation and the name(s) and mailing addresses of persons who are to serve as director(s) until the first meeting of stockholders or until their successors are elected and qualify are as follows:

Dolores H. Foster - 4505 Old Orchard Dr., Tampa, FL 33624-4628

Bruce A. Foster - 5748 Harborside Dr., Tampa, FL 33615

EIGHTH
INDEMNITY

Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach is one which invokes: (1) a director's duty of loyalty to the corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) liability for unlawful payments of dividends or unlawful stock purchases or redemption by the corporation; or (4) a transaction from which the director derived an improper personal benefit.

The effective date of this Certificate of Incorporation shall be October 7, 1996

IN WITNESS WHEREOF, the undersigned Incorporator has caused this Certificate of Incorporation to be executed as of

October 7, 1996

I accept the designation as Agent.

Dolores H. Foster Dolores H. Foster
(Incorporator) / Registered Agent

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