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Law Offices

Lamont & Neiman, P.A.

ROBERT S. LAMONT
JAN S. NEIMAN
CARRIE MEYERS GARAZI
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 10 AM 10:05

MIAMI OFFICE
ONE BISCAYNE TOWER - SUITE 3550
TWO SOUTH BISCAYNE BOULEVARD
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4800 NORTH FEDERAL HIGHWAY
SUITE 307-B
BOCA RATON, FLORIDA 33431
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Reply To: Miami Office

October 8, 1996

Secretary of State of Florida
Corporate Division
P. O. Box 6327
Tallahassee, Florida 32314

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-10/10/96--01044--008
****122.50 ****122.50

Re: Articles of Incorporation
Silvermarc Marketing Corporation

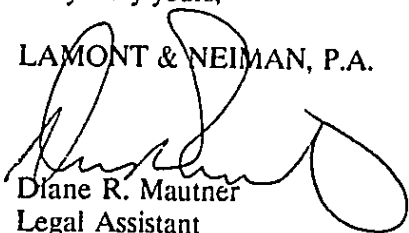
Dear Madam:

Enclosed, for filing, please find an original and copy of Articles of Incorporation for Silvermarc Marketing Corporation, together with our cost check of \$122.50.

Please forward the certified copy of the Articles of Incorporation to the undersigned in the pre-addressed stamped envelope enclosed.

Very truly yours,

LAMONT & NEIMAN, P.A.


Diane R. Mautner
Legal Assistant
enc.

D. BROWN OCT 15 1996

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 10 AM 10:05

**ARTICLES OF INCORPORATION
OF
SILVERMARC MARKETING CORPORATION
a Florida Corporation**

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be:

SILVERMARC MARKETING CORPORATION

**ARTICLE II
NATURE OF CORPORATE BUSINESS**

The Corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III
CAPITAL STOCK**

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of 1000 shares of one class of common stock having a par value of \$.01 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

**ARTICLE IV
PREEMPTIVE RIGHTS**

All shareholders of the Corporation shall be vested with full preemptive rights.

**ARTICLE V
EXISTENCE**

The Corporation shall commence its existence upon the filing of these Articles of Incorporation.

The Corporation shall have a perpetual existence, unless sooner dissolved according to law.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 10 AM 10:06

ARTICLE VI

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's Initial Registered Agent and Registered Office in the State of Florida are:

INITIAL REGISTERED AGENT: Lamont & Neiman, P.A.
INITIAL REGISTERED OFFICE: One Biscayne Tower, #3550
Two South Biscayne Boulevard
Miami, Florida 33131

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.

REGISTERED AGENT

LAMONT & NEIMAN, P.A.

By: 
Jan S. Neiman, Secretary

ARTICLE VII INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the Corporation is four (4). The number of directors may be increased or decreased from time to time, by the By-Laws adopted by the shareholders, but shall never be less than one (1) nor more than seven (7).

ARTICLE VIII INITIAL DIRECTORS

The names and addresses of the initial members of the Board of Directors are:

Jonathan Silver
17734 Pine Needle Terrace
Boca Raton, Florida 33487

Susan Silver
17734 Pine Needle Terrace
Boca Raton, Florida 33487

Richard Marcus
18640 Long Lake Drive
Boca Raton, Florida 33496

Christine Marcus
18640 Long Lake Drive
Boca Raton, Florida 33496

**ARTICLE IX
CUMULATIVE VOTING FOR DIRECTORS**

At all elections of directors of this corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected, and he may cast all such votes for a singular director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

**ARTICLE X
PRINCIPAL OFFICE**

The principal office of the corporation is:

17734 Pine Needle Terrace
Boca Raton, Florida 33487

**ARTICLE XI
MAILING ADDRESS**

The mailing address of the corporation is:

17734 Pine Needle Terrace
Boca Raton, Florida 33487

**ARTICLES XII
POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

**ARTICLE XIII
INCORPORATOR**

The name and address of the Incorporator executing these Articles of Incorporation is:

Jan S. Neiman
One Biscayne Tower, #3550
Two South Biscayne Boulevard
Miami, Florida 33131

**ARTICLE XIV
AMENDMENT OF ARTICLES**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, I, the Incorporator, have executed these Articles of Incorporation this 8 day of October, 1996.

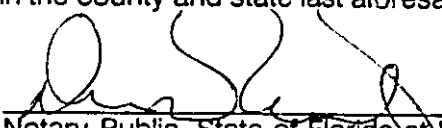


Jan S. Neiman
Incorporator

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 8 day of October, 1996, by JAN S. NEIMAN, the Incorporator described in and who executed the foregoing Articles of Incorporation, who is personally known to me, and who did not take an oath.

Witness my hand and official seal in the county and state last aforesaid, this 8 day of October, 1996.



Notary Public, State of Florida at large

my commission expires:

DAVE R. MAITNER
(Notary - print name)

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