

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

NOTATION: NOV 1 1996
11:00 AM - 12:00 PM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
NOV - 1 1996

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY *AKK* _____

WALK-IN
Will Pick Up *11:5 11:00*

AKK
11/5

RE: *Marketing Concepts, Inc.*

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		

600001995596-6
-11/05296--01026--019
***122.50 ***122.50

NOV - 5 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

EFFECTIVE DATE
NOV - 1 1996

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

FILED
96 NOV -5 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person(s) competent to contract subscribe(s) to these articles of incorporation for the purpose of creating the following corporation pursuant to the Florida Business Corporation Act (Chapter 607 of the Florida Statutes):

ARTICLE I. NAME
Fla. Stat. § 607.0202(1)(a)

The name of this corporation is **Marketing Concepts, INC.**

ARTICLE II. INITIAL PRINCIPAL OFFICE
Fla. Stat. § 607.0202(1)(b)

The street address of the initial principal office of the corporation will be

1449 Medoc Lane - Suite 300
FT MYERS, FL 33919

The mailing address of the corporation is the same as the forgoing street address.

ARTICLE III. CAPITAL STOCK
Fla. Stat. § 607.0202(1)(c) & (d)

The maximum number of shares of stock this corporation is authorized to have outstanding at any one time is SEVEN THOUSAND FIVE HUNDRED (7,500) shares of common stock of the same class, each having a PAR VALUE OF ONE DOLLAR (\$1.00). The shareholders of this corporation shall have no preemptive rights with respect to the stock of this corporation, and, the corporation may issue and sell its stock from time to time without first offering such shares to the then shareholders.

ARTICLE IV. REGISTERED AGENT & ADDRESS
Fla. Stat. § 607.0202(1)(e)

The street address of the corporation's initial registered office and the name of its initial registered agent at that office is

William D. Metcalfe
1449 Medoc Lane - Suite 300
Ft Myers, FL 33919

A written acceptance as required by Fla. State § 607.0501(3) may be found at the conclusion of these articles of incorporation.

ARTICLE V. INCORPORATORS

Fla. Stat. § 607.0202(1)(f)

The name and address of each incorporator of this corporation is

William D. Metcalfe
1449 Medoc Lane - Suite 300
Ft Myers, FL 33919

ARTICLE VI. DIRECTORS

Fla. Stat. § 607.0202(2)(a)

The number of members of the board of directors of this corporation will be determined from time to time by the shareholders, but shall never be less than one (1). This corporation will, initially, have THREE (3) director, whose name and street address are as follows:

William D. Metcalfe
1449 Medoc Lane Ste 300
Ft Myers, FL 33919

Richard N. Bretschneider
6858 Candelwood Drive
Ft Myers, FL 33919

John W. Davis
5362 Countrydale Court
Ft Myers, FL 33905

ARTICLE VII. NATURE OF BUSINESS

Fla. Stat. § 621.05

This corporation may engage in sales and marketing and in any and every other activity permitted, from time to time, for a corporation that is so formed to engage in.

ARTICLE VIII. TERM OF EXISTENCE

Fla. Stat. § 607.0203(1)

The existence of the corporation will commence on November 1, 1996 (or such later date as may be the earliest date that existence can begin under the laws of the State of Florida) and will continue thereafter perpetually.

IN WITNESS WHEREOF, The undersigned incorporator has executed these articles of incorporation October 31, 1996.

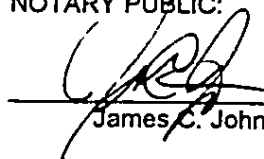
State of Florida
County of Lee


WILLIAM D. METCALFE

The foregoing instrument was acknowledged before me this 31st day of October 1996, by WILLIAM D. METCALFE, who has produced Florida Driver's License N° 11324-924-35-138-0 as identification and who did (did not) take an oath.

NOTARY PUBLIC:

James C. Johnston
Notary Public - State of Florida
Commission N° CC 498092
Expires November 23, 1999


James C. Johnston


ACCEPTANCE BY REGISTERED AGENT

I, WILLIAM D. METCALFE, having been named in the Articles of Incorporation to which this acceptance is attached, as the INITIAL REGISTERED AGENT for

Marketing Concepts, INC.

and being FAMILIAR WITH THE DUTIES AND OBLIGATIONS OF THAT POSITION imposed by § 607.0505 and elsewhere in the Florida Statutes, hereby accept that appointment and ACCEPT THE OBLIGATIONS OF THAT POSITION and agree to act in the capacity of Registered Agent for that corporation and agree to comply with the provisions of the laws of the State of Florida relative to the proper and complete performance of my duties as Registered Agent.

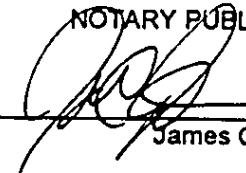
State of Florida
County of Lee


WILLIAM D. METCALFE, Registered Agent

The foregoing instrument was acknowledged before me this 31st day of October, 1996, by WILLIAM D. METCALFE, who has produced Florida Driver's License N° 07324-924-39-138-0 as identification and who did (did not) take an oath.

James C. Johnston
Notary Public - State of Florida
Commission N° CC 498092
Expires November 23, 1999

NOTARY PUBLIC:


James C. Johnston

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