

PALM TREE MARKETING, INC.
A FOR-PROFIT CORPORATION

FILED

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The undersigned incorporator, in order to form a for-profit corporation under the laws of the state of Florida, adopt the following Articles of Incorporation:

ARTICLE ONE NAME

The name of this corporation is Palm Tree Marketing, Inc.

ARTICLE TWO PRINCIPAL OFFICE

The principal office and mailing address of the corporation is

Robert J. Graney
2238 Pine Terrace
Sarasota, FL 34231

ARTICLE THREE CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares.

ARTICLE FOUR INITIAL REGISTERED AGENT

The name and address of the initial registered agent is:

Robert J. Graney
2238 Pine Terrace
Sarasota, FL 34231

The address of the registered agent and the principal office of the corporation are the same

ARTICLE FIVE INCORPORATOR

The name and street address of the initial registered agent is:

Robert J. Graney
2238 Pine Terrace
Sarasota, FL 34231

The undersigned incorporators hereby declare under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.

Dated: December 2nd, 1996


Robert J. Graney, Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED

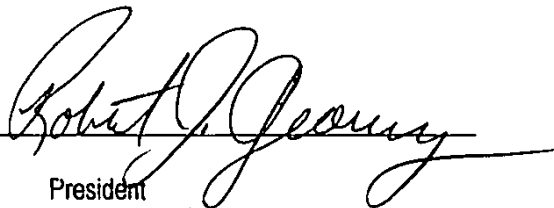
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, 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: Palm Tree Marketing, Inc.
2. The name and address of the registered agent and office is:
Robert J. Graney
2238 Pine Terrace
Sarasota, FL 34231

Signature:

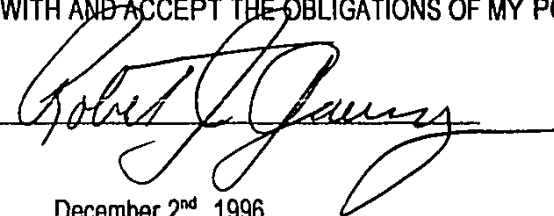


Title: President

Date: December 2nd, 1996

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature:



Date: December 2nd, 1996