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**COURT CERTIFIED MEDIATOR AND
ARBITRATOR FEDERAL AND STATE

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December 13, 1996
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-12/13/96--01049--002
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Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: FENWAY MARKETING CORPORATION

Dear Sirs:

Enclosed please find the original Articles of Incorporation and one (1) copy for Fenway Marketing Corporation. Please file the enclosed and return a certified copy of the Articles to me at your earliest convenience. I have enclosed my check in the amount of \$122.50 to cover the filing fee and certified copy fee. Please return the documents to me via the enclosed Federal Express air bill.

Should you have any questions please give me a call.

Very truly yours,

ZACUR & GRAHAM, P.A.



PETER D. GRAHAM

PDG/twg
Enc.

12/10

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96 DEC 13 AM 9:54
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FENWAY MARKETING CORPORATION

ARTICLE I

The name of this corporation is FENWAY MARKETING CORPORATION

ARTICLE II

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III

This corporation is authorized to issue 1000 shares of (\$1.00) par value common stock.

ARTICLE IV

The street address of the initial principal and registered office of this corporation is , 5200 Central Avenue, St. Petersburg, Florida 33707, the mailing address is the same, and the name of the initial registered agent of this corporation at that address is PETER D. GRAHAM.

ARTICLE V

This corporation shall have one director initially. The number of directors may be decreased or increased from time to time by the bylaws, but shall not be less than one. The name and address of the initial director of this corporation is:

PETER D. GRAHAM
5200 Central Avenue
St. Petersburg, Florida 33707

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE VI

The name and address of the person signing these Articles of Incorporation is:

PETER D. GRAHAM
5200 Central Avenue
St. Petersburg, Florida 33707

ARTICLE VII

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

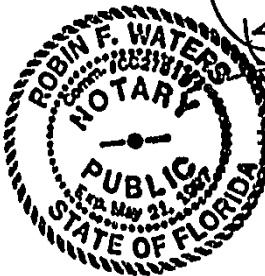
IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 12th day of December, 1996.


PETER D. GRAHAM

STATE OF FLORIDA)
) ss.
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 12th day of December, 1996, by PETER D. GRAHAM, who are personally known to me.

My commission expires;




Notary Public

Robin F. Waters
TYPED/PRINTED NAME OF NOTARY

REGISTERED AGENT ACKNOWLEDGMENT

Having been named Registered Agent of the above-stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in that capacity.


PETER D. GRAHAM

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TALLAHASSEE FLORIDA