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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 073171003004

CONTACT: JOHNNY C RODRIQUEZ

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: SALES MASTERS INC.

AUDIT NUMBER.....H96000017897

DOC TYPE..... FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS...

PAGES..... 4

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**Articles of Incorporation
of
Sales Masters Inc.**

12/20/96

Article I. Name

The name of this Florida corporation is:
Sales Masters Inc.

Article II. Address

The mailing address of the Corporation is:
Sales Masters Inc.
10749 Cypress Lake Terrace
Boca Raton FL 33498

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TALLAHASSEE, FLORIDA

Article III. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:
Julie M. Sabin
10749 Cypress Lake Terrace
Boca Raton FL 33498

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

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Thomas U. Graner FL Bar Member 905577
Graner & Root, P.A.
301 Yamato Road, Suite 4199
Boca Raton FL 33431
407-998-3232 • Fax 407-241-8506

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law.

The name of each initial member of the Corporation's Board of Directors is:

Donna Zu Murray
Julie M. Sabi

Article VI. Incorporator

The name and address of the incorporator is:

Thomas U. Graner
Graner & Root, P.A.
301 Yamato Road, Suite 4199
Boca Raton FL 33431

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective December 20, 1996

The undersigned incorporator executed these Articles of Incorporation on December 20, 1996



THOMAS U. GRANER
by B.R. Fons as attorney-in-fact

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Thomas U. Graner FL Bar Member 905577
Graner & Root, P.A.
301 Yamato Road, Suite 4199
Boca Raton FL 33431
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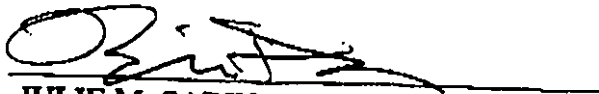
**Certificate of Designation
Registered Agent and Registered Office**

CORPORATION:
Sales Masters Inc.

REGISTERED AGENT:
Julie M. Sabin
10749 Cypress Lake Terrace
Boca Raton FL 33498

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TALLAHASSEE, FLORIDA

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



JULIE M. SABIN
by B.R. Fons as attorney-in-fact

Date: 12/20/96

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