

HUNT, COOK, RIGGS, MEHR & MILLER, P.A.

ATTORNEYS AT LAW

SUITE 401

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ROBERT J. HUNT
JOSEPH R. COOK
DAVID A. RIGGS
RYNA E. MEHR
LAWRENCE MILLER

LAINIE J. SIMON
L. BELLO MURPHY

* BOARD OF DIRECTORS
FELLOWSHIP OF ATTORNEYS

Amended 12803

February 6, 1997

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-02/07/97-01076--007
*****122.50 *****122.50

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

RE: MarketSource International, Inc.

Dear Sir/Madam:

We enclose the original and one copy of the Articles of Incorporation for the above-named corporation together with our \$122.50 check in payment of the following fees:

Filing of Articles of Incorporation	\$35.00
Registered Agent Designation	\$35.00
Certified copy of Articles of Incorporation	\$52.50

EFFECTIVE DATE
2-6-97

Please certify the enclosed copy of the Articles of Incorporation and return them, together with the filing receipt to our offices at the address indicated above.

Very truly yours,

HUNT, COOK, RIGGS, MEHR & MILLER, P.A.

By:

David A. Riggs
David A. Riggs, Esquire

DAR/rab
Enclosures

[Signature]

97 FEB -7 AM 9:35
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ARTICLES OF INCORPORATION
FOR
MarketSource International, Inc.

97 FEB -7 AM 9:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

The undersigned, acting as incorporator under the Florida Business Corporation Act, adopts the following Articles of Incorporation for **MarketSource International, Inc.**

1. The name of the corporation is **MarketSource International, Inc.**

2. The principal office of the corporation is:

19325 Lost Oaks Lane
Boca Raton, FL 33498

EFFECTIVE DATE
2-6-97

3. The corporation shall have authority to issue 7500 shares of stock, all of one class with a par value of \$.10 per share.

4. The corporation's initial registered office is: 2200 Corporate Boulevard, N.W., Suite 401, Boca Raton, Florida 33431. The name of the corporation's initial registered agent at this office is HCRM Corp.

5. The purpose of the corporation is to engage in any activity or business permitted under the laws of the United States or Florida.

7. The name and address of the incorporator is:

Name

Address

HCRM Corp.

Suite 401
2200 Corporate Boulevard, N.W.
Boca Raton, Florida 33431

8. The effective date of the corporate existence pursuant to section 607.0203 of the Florida Statutes shall be February 6, 1997,

provided such date is within five (5) business days prior to the date of filing.

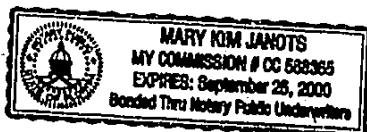
Executed and subscribed at Boca Raton, Palm Beach County, Florida on February 6, 1997.

HCRM Corp., as Incorporator

By: David A. Riggs
David A. Riggs, Vice President

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation of MarketSource International, Inc. were acknowledged before me by David A. Riggs, Vice President of HCRM Corp., who is personally known to me and who did not take an oath, on this 6th day of February, 1997 on behalf of HCRM Corp.



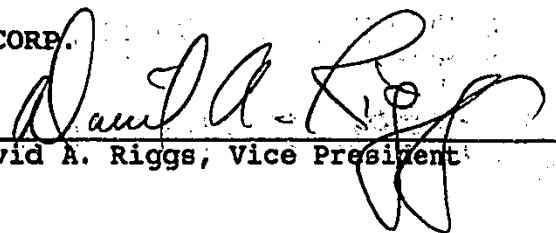
Mary Kim Janots
Notary Public
My commission expires:
Printed Name:

Acceptance of Registered Agent

HCRM CORP. hereby accepts the above appointment as registered agent of MarketSource International, Inc. and acknowledges that it is familiar with the obligations of that position.

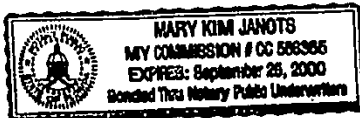
HCRM CORP.


By:


David A. Riggs, Vice President

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Acceptance of Registered Agent was acknowledged before me by David A. Riggs as Vice President of HCRM Corp., who is personally known to me and who did not take an oath, on this 16th day of February, 1997 on behalf of the Corporation.




Notary Public
My commission expires:
Printed Name:

FILED
97 FEB - 7 AM 9:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA