

Law Offices
MOODY, JONES & MONTEFUSCO, P.A.

STEVE E. MOODY
KENNETH M. JONES
FRANK A. MONTEFUSCO *
MATTHEW G. KRAUSE
EDWARD P. DEGENHARDT*

* Also Admitted in New Jersey

BARNETT BANK BUILDING
SUITE 201
1333 S. UNIVERSITY DRIVE
PLANTATION, FLORIDA 33324

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P9700014409

February 4, 1997

Secretary of State
Corporations Division
409 E. Gaines Street
Tallahassee, Florida 32310

EFFECTIVE DATE
2-4-97

Re: Nocivo Marketing, Inc.

000002083720--9
-02/11/97--01110--001
****122.50 ****122.50

Gentlemen:

Please find enclosed an original and one copy of the properly executed Articles of Incorporation for the above referenced corporation along with my trust account check in the amount of \$122.50 to cover the following costs:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>
TOTAL	\$122.50

Please return a certified copy of the Certificate of Incorporation using the enclosed pre-addressed stamped envelope.

Thank you for your cooperation in this matter.

Very truly yours,

[Signature]
STEVE E. MOODY
SEM/sj
Enc.

FILED
97 FEB 11 PM 4:25
TALLAHASSEE, FLORIDA

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

FILED
97 FEB 11 PM 4:26
SECRETARY OF STATE
TALLAHASSEE FLORIDA

WE, THE UNDERSIGNED, hereby subscribe to the following document for the purpose of forming a corporation under the laws of the State of Florida, providing for the formation, liability, rights, privileges, and immunities of a corporation for profit.

EFFECTIVE DATE
2-4-97

ARTICLE I

The name of the corporation shall be NOCIVO MARKETING, INC.

ARTICLE II

The street address of the initial principal office of this corporation is 403 S.W. 169th Terrace, Fort Lauderdale, Florida, 33326 and the name and address of the initial registered agent of this corporation is MOODY, JONES & MONTEFUSCO, P.A., 1333 S. University Drive, Suite 201, Plantation, Florida, 33324. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE III

The nature of the business or purpose to be conducted or promoted are any such activities as are lawful and for which corporations may be organized under the general corporation law of Florida; provided, however, the powers, rights and privileges provided in this certificate are not to be deemed to be in limitation of similar, other, or additional powers, rights and privileges granted or permitted to this corporation by the general corporation law of this state under which this corporation by virtue hereof becomes deemed to be incorporated it being intended that this corporation shall be authorized to have and shall have the powers, rights and privileges granted to or permitted to corporations by such statute.

ARTICLE IV

The total authorized capital stock of this corporation shall consist of 10,000 shares at ONE (\$1.00) DOLLAR per share par value, which shall be common stock. The Board of Directors may from time to time, fix a consideration for which shares may be issued and sold.

ARTICLE V

The amount of capital which this corporation shall commence business with shall not be less than \$500.00.

ARTICLE VI

The corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these articles.

ARTICLE VII

The business of this corporation shall be conducted by a Board of Directors, which shall consist of not less than one (1) and no more than five (5) directors.

The officers of this corporation shall be President and Secretary and such other officers as may be set forth in the By-Laws.

ARTICLE VIII

The name and address for the members of the first Board of Directors, who shall hold office from the organization of this corporation to the first annual meeting thereof, or until their successors are elected and have qualified, are as follows:

John O. Bellantoni	403 S.W. 169th Terrace Fort Lauderdale, Florida, 33326
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ARTICLE IX

The following shall hold office named until their successor shall be regularly elected and qualified:

President	John O. Bellantoni 403 S.W. 169th Terrace Fort Lauderdale, Florida, 33326
Secretary	John O. Bellantoni 403 S.W. 169th Terrace Fort Lauderdale, Florida, 33326

ARTICLE X

The name and address of the subscriber is: John O. Bellantoni, 403 S.W. 169th Terrace, Fort Lauderdale, Florida, 33326.

ARTICLE XI

The corporation hereby designates MOODY, JONES & MONTEFUSCO, P.A. as Registered Agent for service of process.

Said registered agent having been named to accept service of process for the corporation agrees to act in this capacity and agrees to comply with the provisions of the Florida Statute 48.901 relative thereto.

MOODY, JONES & MONTEFUSCO, P.A.

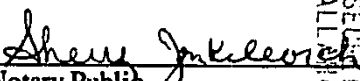
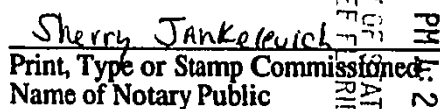

STEVE E. MOODY

I, THE UNDERSIGNED, being the subscriber of the capital stock hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and accordingly have hereunto set our hands and seals this 4th day of February, 1997.


John O. Bellantoni

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 4th day of February, 1997 by John O. Bellantoni.


Notary Public
State of Florida

Print, Type or Stamp Commissioned
Name of Notary Public

FILED
97 FEB 11 PM 4:26
CLERK OF DISTRICT COURT
TALLAHASSEE FLORIDA

Personally Known _____ OR Produced Identification X
Type of Identification Produced: Florida Driver's License

My Commission Expires:



SHERRY JANKELEVICH
MY COMMISSION # CC881953 EXPIRES
March 31, 1998
BONDED THRU TROY FAIR INSURANCE, INC.