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February 24, 1997

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, FL 32399

800002101578--1
-02/28/97--01119--002
****122.50 ****122.50

RE: AMERICAN RESEARCH & MARKETING, INC. **INEFFECTIVE DATE**
2-24-97

Ladies and Gentlemen:

Enclosed is the original and a copy of the proposed Articles of Incorporation for the above-named corporation, a Registered Agent Designation, and a check to your order to cover the following items:

| | | |
|----|--|-----------------|
| 1. | Filing | \$ 35.00 |
| 2. | Certified copy of the Articles of Incorporation | 52.50 |
| 3. | Registered Agent Designation | 35.00 |
| | TOTAL | \$122.50 |

Please send the certified copy of the Articles of Incorporation to the undersigned.

Thank you for your assistance. Should you have any questions, please call.

Sincerely,

David M. Presnick
David M. Presnick

Enclosures

MAR 5

BSB

ARTICLES OF INCORPORATION
OF
AMERICAN RESEARCH & MARKETING, INC.

FILED
97 FEB 28 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
2-24-97

Article 1
Name

The name of the corporation is AMERICAN RESEARCH & MARKETING, INC.

Article 2
Duration

This duration of this corporation is perpetual. The date and time of commencement is the time these Articles are subscribed and acknowledged if filed with the Department of State of the State of Florida within five (5) days after such date, but if not filed within five (5) days, the time of filing with the Department of State.

Article 3
General Purposes

The general purposes for which this corporation is initially organized are to engage in any or all lawful business for which corporations may be incorporated under Florida law.

Article 4
Shares

The aggregate number of shares of stock which the corporation shall have authority to issue is 1,000 shares of common stock having a par value of \$1.00 per share.

Article 5
Principal Office and Registered Agent

The street address of the principal office of the corporation is 6005 N. Wickham Road, F-3, Melbourne, Florida 32940. The name of the initial registered agent of the corporation is Joseph R. O'Lone and the Registered Agent's address is 3213 Murrell Road, #108, Rockledge, Florida 32955.

Article 6
Directors

The number of directors constituting the initial board of directors is two (2), and the names and addresses of the persons who are to serve as members thereof are as follows:

NAME

STREET ADDRESS

Joseph R. O'Lone

3213 Murrell Road # 108
Rockledge, Florida 32955

Deliece L. White

785 Casa Grande Drive
Melbourne, Florida 32940

The number of directors may be changed from time to time by the bylaws.

Article 7
Incorporator

The name and street address of the incorporator and subscriber to 1,000 shares of the common voting stock of this corporation is as follows:

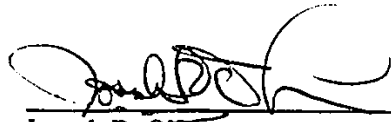
NAME

STREET ADDRESS

Joseph R. O'Lone

3213 Murrell Road # 108
Rockledge, Florida 32955

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and hereby executes the foregoing Articles of Incorporation under the laws of the State of Florida this 24th day of February, 1997.



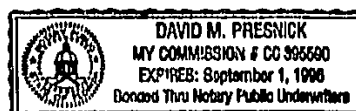
Joseph R. O'Lone

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 24th day of February, 1997, by Joseph R. O'Lone, who is personally known to me, and who did not take an oath.



Notary Public



**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT AND STREET ADDRESS FOR SERVICE OF PROCESS**

Pursuant to Section 48.091, Florida Statutes, **AMERICAN RESEARCH & MARKETING, INC.** hereby designates **Joseph R. O'Lone** and **3213 Murrell Road, #108, Rockledge, Florida 32955**, as its registered agent and the street address of its registered office, respectively, for service of process within the State of Florida.

**AMERICAN RESEARCH &
MARKETING, INC.**

By: 

Joseph R. O'Lone

FILED
97 FEB 28 AM 10:09
STATE OF FLORIDA
TALLAHASSEE

ACCEPTANCE OF DESIGNATION

I hereby accept the foregoing designation as registered agent of **AMERICAN RESEARCH & MARKETING, INC.** for service of process within the State of Florida.


Joseph R. O'Lone