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FILED
97 MAR 28 AM 9:02
TALLAHASSEE, FLORIDA

March 25, 1997

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-03/28/97--01024--010
****122.50 ****122.50

Re: Articles of Incorporation of Marketing Beyond, Inc.

Dear Clerk:

Enclosed please find check #21373 in the amount of \$122.50 for filing fees and a certified copy of the above referenced corporation.

If you have any questions concerning this matter, please feel free to contact me.

Sincerely,



Sara George
Legal Assistant to
Kenneth J. Lowenhaupt, Esq.

encls.

F. ONEY MAR 28 1997

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

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TALLAHASSEE, FLORIDA

The undersigned natural persons, each of whom is licensed or otherwise legally authorized to do business in the State of Florida, hereby form a corporation in accordance with the laws of the State of Florida and hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE I. NAME.

The name of the corporation shall be: **MARKETING BEYOND, INC.**

ARTICLE II. DURATION.

The period of the corporation's duration shall be perpetual, or until dissolved on a vote of the shareholders as hereafter provided.

ARTICLE III. PURPOSE.

The purpose of the corporation is to engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general corporation in any way. To do such things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE IV. CAPITAL STOCK.

The total number of shares of capital stock which the corporation shall be authorized to issue is 1,000 shares. Such shares shall be of single class common stock, and shall have a par value of One and 00/100 Dollars (\$1.00) per share.

ARTICLE V. CAPITALIZATION.

The amount of capital with which the corporation will begin shall not be less than One Thousand and 00/100 (\$1,000.00) Dollars.

ARTICLE VI. PRINCIPAL OFFICE.

The address of the corporation's principal office shall be: 20423 State Road 7, Suite 111, Boca Raton, Florida 33498.

The registered agent is: Anna Davidson

ARTICLE VII. CORPORATE POWERS.

The corporation shareholders have all the rights and powers now or hereafter conferred on corporations by the laws of the State of Florida.

ARTICLE VIII. SUBSCRIBERS.

The names and addresses of each person signing these Articles of Incorporation as a subscriber are:

Anna Davidson 22429 S.W. 66th Avenue, Apt. 401, Boca Raton, Florida 33428

Veronica Spinelli 9220 Lantern Drive, Lake Worth, Florida 33467

ARTICLE IX. DIRECTORS.

The corporation is to be managed by a Board of Directors. The number of directors constituting the initial Board of Directors is two (2) and the names and addresses of the initial directors are:

President:

Anna Davidson 22429 S.W. 66th Avenue, Apt. 401, Boca Raton, Florida 33428

Vice-President:

Veronica Spinelli 9220 Lantern Drive, Lake Worth, Florida 33467

Secretary:

Veronica Spinelli 9220 Lantern Drive, Lake Worth, Florida 33467

Treasurer:

Anna Davidson 22429 S.W. 66th Avenue, Apt. 401, Boca Raton, Florida 33428

The initial directors shall hold office until their successors are elected and qualify as provided in the bylaws. Thereafter the term of office of each director shall be four (4) years and until the election and qualification of a

successor. The number of directors set forth herein and constituting the initial board of directors shall be an authorized number of directors until such number is changed by bylaw adopted by the shareholders.

ARTICLE X. BYLAWS.

The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than Thirty (30) days following the issuance of the Certificate of Incorporation. Following the adoption, bylaws by the affirmative vote of three fourths of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with such bylaws.

ARTICLE XI. DISSOLUTION.

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

IN WITNESS WHEREOF, we the undersigned incorporators of this corporation, have executed these Articles of Incorporation at Boca Raton Palm Beach County, Florida this 19 day of March, 1997.

witness

witness

Anna Davidson, as President

STATE OF FLORIDA)
)ss:
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, on this 19th day of March, 1997 personally appeared Anna Davidson who is [] personally known to me or [] produced a valid Florida Drivers License as identification and stated that he executed the above and foregoing Articles of Incorporation freely and voluntarily for the purposes therein expressed.

My commission expires:

Notary Public, State of Florida

[Signature]
witness

Jenny M. Owens
witness

Veronica Spinelli
Veronica Spinelli, as Vice President

STATE OF FLORIDA)
)ss:
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, on this 19 day of March, 1997
personally appeared Veronica Spinelli who is [] personally known to me or [] produced
a valid Florida Drivers License as identification and stated that he executed the above and foregoing Articles
of Incorporation freely and voluntarily for the purposes therein expressed.

My commission expires:

[Signature]
Notary Public, State of Florida

OFFICIAL NOTARY SEAL
LUZ MEDINA
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC562014
MY COMMISSION EXP. APR. 20, 1997

FILED
97 MAR 28 AM 9:02
CLERK OF COURT
SACRAMENTO, CALIF.

SECRETARY OF THE
TALLAHASSEE, FLORIDA

- ## ACCEPTANCE.

DATED this 19 day of march, 19 97

witness

STATE OF FLORIDA)
)ss:
COUNTY OF PALM BEACH)

My commission expires:

Notary Public, State of Florida

