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OFFICES  
LLOYD T. ASBURY  
SUITE 100  
214 N. CLAY STREET  
JACKSONVILLE, FLORIDA 32202  
TELEPHONE (904) 353-2500

LLOYD T. ASBURY  
ROBERT N. MILLER

March 19, 1997

FAX (904) 353-7625


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

Re: LaMark, Inc.

Dear Sir:

Enclosed please find an original and one copy of Articles of Incorporation for LaMark, Inc. along with our check in the amount of \$122.50. Please file and return a certified copy to our office. Please note that this corporation is to become effective March 19, 1997.

Sincerely,

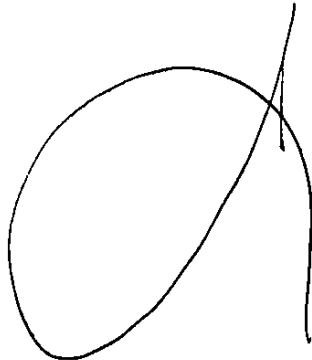
  
Ann Henson Carr, CLA  
Certified Legal Assistant

Enclosures

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-03/24/97--01054--017  
\*\*\*\*122.50 \*\*\*\*122.50

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAR 21 PM 1:04

effective  
3/19/97

  
3/27/97 W97-7115  
4/1

LAW OFFICES OF  
**LLOYD T. ASBURY**  
SUITE 100  
214 N. CLAY STREET  
JACKSONVILLE, FLORIDA 32202  
TELEPHONE (904) 353-2500

LLOYD T. ASBURY  
ROBERT N. MILLER

March 31, 1997

FAX (904) 353-7625

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

Attention Loria Poole

Re: LaMark, Inc.

Dear Loria:

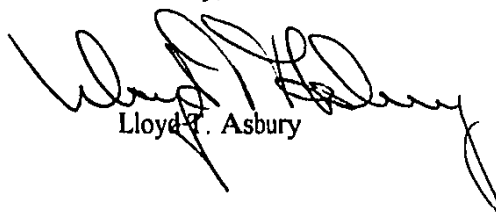
Pursuant to a telephone conversation with your office today, please find enclosed Articles of Incorporation corrected to read LaMark, USA, Inc. which we were told is available.

Please note that the original name was verified through the Secretary of State on March 19, 1997 and we were told that it, too, was available for use.

The original Articles indicated that this corporation was to become effective March 19, 1997 and since the original was filed in a timely manner, we request that the corrected Articles become effective March 19, 1997. If there is a problem with this request, please call our office rather than sending the package back to us.

Thank you for your assistance in this matter.

Sincerely,

  
Lloyd T. Asbury

LTA:ahc  
Enclosure



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

March 27, 1997

LLOYD T. ASBURY, LAW OFFICE  
214 NORTH CLAY STREET  
SUITE 100  
JACKSONVILLE, FL 32202

SUBJECT: LAMARK, INC.  
Ref. Number: W97000007115

We have received your document for LAMARK, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole  
Corporate Specialist

Letter Number: 497A00015533

**ARTICLES OF INCORPORATION**  
**OF**  
**LaMark, USA, Inc.**

*effective  
3-19-97*

97 MAR 21 PM 1:04  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I NAME**

The name of this corporation shall be:

**LaMark, USA, Inc.**

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

5105-502 Phillips Highway  
Jacksonville, Florida 32207

**ARTICLE III CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 Shares of Common Stock having a par value of \$1.00 per share.

**ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is:

Tara L.W. Klein  
5105-502 Phillips Highway  
Jacksonville, Florida 32207

**ARTICLE V INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is:

Markus Klein  
5105-502 Phillips Highway  
Jacksonville, Florida 32207

**ARTICLE VI NATURE OF BUSINESS**

This corporation is organized for the purpose of providing marketing and shipping services and for engaging in any other activity or business permitted under the laws of the United States or this State.

**ARTICLE VII COMMENCEMENT AND DURATION**

Corporate existence shall commence March 19, 1997 and the corporation shall exist perpetually.

The undersigned has executed these Articles of Incorporation this 19 day of March, 1997.

  
MARKUS KLEIN

**CERTIFICATE OF DESIGNATION**

**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, <sup>LaMark, USA, Inc.</sup>~~LaMark, Inc.~~, desiring to be organized as a corporation under the laws of the State of Florida, here designates the following registered agent and registered office:

Tara L.W. Klein  
5105-502 Phillips Highway  
Jacksonville, Florida 32207

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated this 19<sup>th</sup> day of March, 1997.

  
TARA L.W. KLEIN

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAR 21 PM 1:04