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Barbara's Personal Services, Inc.
PARALEGAL & SECRETARIAL
SUITE 2A
152 8th AVENUE S.W.
LARGO, FLORIDA 33770-3613

WILLS & TYPING
BANKRUPTCY & DIVORCE
INCORPORATIONS

TELEPHONE 813 559-8505
FACSIMILE 584-1462

April 2, 1997

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

400002139094--9
-04/10/97--01049--015
*****78.75 *****78.75

TRANSMITTAL LETTER

SUBJECT: EXCALIBUR GLOBAL MARKETING GROUP, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:
Seventy-eight & 75/100 dollars (\$78.75) for Filing Fee and Certificate.

Thank you.

FROM: Barbara S. Hicks

152 8th Avenue, S.W., Suite 2A

Largo, Florida 33770-3613

(813) 559-8505

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 10 AM 8:27

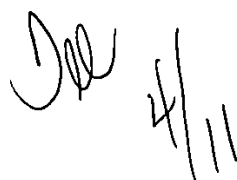
Sincerely,



Barbara S. Hicks

P.S. Parts of these Articles were torn during copy & sort due to
a mechanical problem with the copy machine. Enclosed are
2 xerox copies; please find acceptable. Thank you.


B. Hicks


4/11

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DIVISION OF CORPORATIONS
97 APR 10 AM 8:27

ARTICLES OF INCORPORATION

The undersigned incorporators, 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 the corporation shall be:

Excalibur Global Marketing Group, Inc.

ARTICLE II PRINCIPAL OFFICE

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

**Argosy Plaza
Starkey Road
Largo, Florida 34643
813/ 409-7156**

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: **One thousand (1,000) shares.**

ARTICLE IV

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

**Rick Alexander
Argosy Plaza
Starkey Road
Largo, Florida 34643**

ARTICLE V INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporations are:

RICK ALEXANDER
(Director)


JOHN Mc CAUGHNA
(President)

Argosy Plaza
Starkey Road
Largo, Florida
Largo, Florida 34643

The undersigned incorporators have executed these Articles of Incorporation this 2nd day of April, 1997.



RICK ALEXANDER
Director



JOHN McCAUGHNA
President

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/ REGISTERED OFFICE**

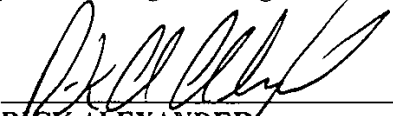
Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Excalibur Global Marketing Group, Inc.
2. The name and address of the registered agent and office is:

RICK ALEXANDER
ARGOSY PLAZA
STARKEY ROAD
LARGO, FLORIDA 34643
813/ 409-7156

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Having been named as registered agent and 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.



RICK ALEXANDER

This 2nd day of April, 1997.