

P97000035690

21st. Century Marketing Group; Inc.

6737 Harlow Blvd.

Jacksonville, Fl. 32210

DEPARTMENT OF STATE

DIVISION OF CORPORATIONS

P.O. BOX 6327

TALLAHASSEE, FL. 32314

100002149351--4

-04/21/97--01121--005

****122.50 ****122.50

Subject: 21st. Century Marketing Group; Inc.

Enclosed is an original and one (1) copy of the articles of incorporation
and our check for \$122.50.

EFFECTIVE DATE
5-1-97

from:

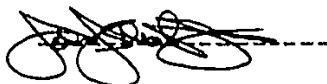
21st. Century Marketing Group; Inc.

6737 Harlow Blvd.

Jacksonville, Fl. 32210

904-778-7288

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 21 AM 9:32



John J. Short Jr.

Secretary

JAL
4/22

EFFECTIVE DATE

5-1-97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 21 AM 9:32

ARTICLES OF INCORPORATION
OF

21st. CENTURY MARKETING GROUP, INC.

The undersigned subscribers to these articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I

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

6737 HARLOW BLVD.

JACKSONVILLE, FL. 32210

The general nature of the business to be transacted by this corporation is:

1. To engage in any activity or business permitted under the laws of the United State and of this State.
2. To the same extent as natural persons might or could do, to purchase or otherwise acquire, and to hold, own, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage or otherwise to dispose of and deal in, lands and leaseholds, and any interest, estate, and rights in real property, and personal or mixed property, and any franchises, rights, licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed.

3. To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or to otherwise dispose of, and to invest in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description, now and hereafter permitted by law.

4. To conduct business in, have one or more shops and to buy, hold, mortgage, sell, convey, lease, or otherwise to dispose of real and personal property including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida, and in all other States and Countries.

5. To contract debts, and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, transfers or corporate indebtedness as required.

6. To purchase the corporate assets of any other corporation and engage in the same or other character of business.

7. To guarantee, endorse, purchase, hold, sell, transfer mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock exercise all rights, powers and privileges of ownership, including the right to vote such stock.

8. To exercise all the powers now granted to this type of corporation under Florida law, and all powers subsequently authorized or granted by law to private corporations.

9. The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 shares of Common Stock of
par value of \$1.00 per share.

ARTICLE IV

21st. CENTURY MARKETING GROUP; INC.

JOHN J. SHORT JR.

6737 HARLOW BLVD.

JACKSONVILLE, FL. 32210

ARTICLE V

The amount of capital with which this corporation will begin business is \$15,000.00.

ARTICLE VI

This corporation is to exist perpetually. The corporate existence is to commence the 1ST. Day of MAY, 1997.

ARTICLE VII

The initial address of the principal office of this corporation in the State of Florida is:

6737 HARLOW BLVD.

JACKSONVILLE, FL. 32210

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VIII

The corporation shall have one (1) Director initially, the number of Directors may be increased or diminished from time to time, by By-Laws adopted by the Stockholders, but shall never be less than One(1), or more than four (4).

ARTICLE IX

The names and addresses of the members of the first Board of Directors are:

John J. Short Jr. 6737 Harlow Blvd. Jacksonville, Fl. 32210

ARTICLE X

The corporation shall indemnify any and all persons who may serve or who have served any any time as directors or officers, or who at the request of the Board of directors of the corporation may serve or at any time have served as directors of officers of another corporation in which the corporation at such time owned or may own shares of stock or of which it was or may be creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon Judgments, counsel fees, and amount paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suite, or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them, or any of them, by reason of being or having been directors or officers or a director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or

person shall be adjudged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, by-law, agreement, vote of stockholders, or otherwise.

ARTICLE XI

The names and post office addresses of the subscribers to these Articles of Incorporation are:

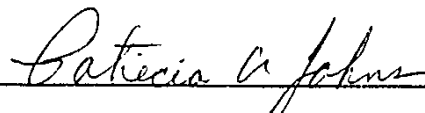
John J. Short Jr. 6737 Harlow Blvd. Jacksonville, Fl. 32210

ARTICLE XII

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the holder or holders of a majority of the stock entitled to vote thereon.

_____

Witness my hand and official seal in the County and State named above,
this 17 day of April a.d. 1997.

_____
NOTARY PUBLIC, STATE OF FLORIDA




PATRICIA A. JOHNS
My Commission CC485902
Expires Aug. 03, 1999
Bonded by HAI
800-422-1555

STATE OF FLORIDA

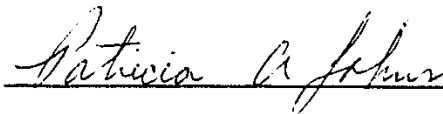
COUNTY OF DUVAL

I hereby certify that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared:


John J. Short Jr.

to me well known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they subscribed to those Articles of Incorporation.

Witness my hand and official seal in the County and State named above, this 17 day of April A.D. 1997.



NOTARY PUBLIC, STATE OF FLORIDA



PATRICIA A. JOHNS
My Commission CC485902
Expires Aug. 03, 1999
Bonded by HAI
800-422-1555

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

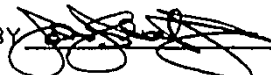
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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 APR 21 AM 9:32

In pursuance of Chapter 48.091, Florida Statutes, the following is
submitted, in compliance with said Act:

First - That 21st. Century Marketing Group: Inc. desiring to
organize under the laws of the State of Florida, with its principal office,
as indicated in the Articles of Incorporation of City of Jacksonville,
County of Duval, State of Florida, has named John J. Short Jr. located at
6737 Harlow Blvd. County of Duval, State of Florida, as its agent to accept
service of process with this State.

ACKNOWLEDGMENT:

Having been named to accept service process for the above stated
corporation, at place designated in this certificate, I hereby accept to
act in this capacity, and agree to comply with the provision of said act
relative to keeping open said office.

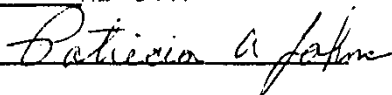
BY 
John J. Short Jr.

AGENT

witness my hand and official seal in the County and State named above,
this 17 DAY OF April AD 1997



PATRICIA A. JOHNS
My Commission CC488002
Expires Aug. 03, 1999
Bonded by HAI
800-422-1566


NOTARY PUBLIC STATE OF FLORIDA