

DR. ALLAN G. S. VOCE, PH.D.L.L.D.D.D.

P97000036757

March 19, 1997

Division of Corporations
Department of State
409 E. Gainse st.
Tallahassee, Fl. 32399

Dear Sir/Madam,

RE: TRINITY MARKETING & CONSULTING, INC.

Please acknowledge Articles of Incorporation for the above named organization to be registered with your division.

Enclosed please find cheque in the amount of \$122.50 is enclosed as registration fee for same.

Kindly return copy to:

Dr. Allen G.S. Voce
Trinity Marketing & Consulting, Inc.
C/O Box 8002
Ft. Lauderdale, Fl. 33310

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Sincerely yours

Dr. Allen G.S. Voce

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DEPT. OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 26, 1997

DR. ALLAN G. S. VOCE
BOX 8002
FT. LAUDERDALE, FL 33310

SUBJECT: TRINITY MARKETING & CONSULTING, INC.
Ref. Number: W97000007034

We have received your document for TRINITY MARKETING & CONSULTING, 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 registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 197A00015357

ARTICLES OF ASSOCIATION
OF
TRINITY MARKETING & CONSULTING, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:
TRINITY MARKETING & CONSULTING, INC.

ARTICLE II

The general nature of the business and the object and purposes to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to do the same to same extent as natural persons might or could do, via:

To engage in and carry on any business activities permitted under the laws of the United States and the State of Florida.

To purchase, lease or otherwise acquire and hold lands, buildings and tenements for the offices and premises of the corporation, and to lease, mortgage and convey such real estate in such manner as may appear for the best interests of the corporation.

Sue and be sued and appear and defend in all actions the proceedings in its corporate name to the same extent as a natural person.

Adopt and use a common corporate seal and alter the same.

Appoint such officers and agents as its affairs shall require and allow them suitable compensation.

Make and enter into all contracts necessary and proper for the conduct of its business.

Conduct business, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, and buy, hold, mortgage, sell, convey, or otherwise dispose of franchise in this state and in any of the several states, territories, possessions and dependencies of the United States, the district of Columbia, and in foreign countries. Purchase the corporate assets of any other corporation and engage in the same character of business. Acquire, and enjoy and utilize and dispose of patents, copyrights, and trademarks and any licenses or other rights or interests thereunder or therein. Take, hold, sell and convey such property, as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

Contract debts and borrow money at such rates of interest not to exceed the lawful interest rate and upon such terms as its board of directors may deem necessary or expedient and shall authorize or agree upon, issue and sell or pledge bonds, debentures, notes, and other evidences of indebtedness, whether secured or unsecured, and exercise such mortgages or other instruments upon or encumbering its property or credit to secure the payment of money borrowed or owing by it, as occasion may require and the Board of Directors deem expedient.

ARTICLE III

The maximum number of share of stock of this corporation authorized to be outstanding at any one time shall be 5,000 shares of common stock of the par value of \$1.00 each. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV

The corporation shall begin business with a capital of not less than \$500.00.

ARTICLE V

This corporation shall have a perpetual existence.

ARTICLE VI

The principal place of business of this corporation shall be located in the city of Miami, county of Dade, Florida, with a post office address at 1925 NE 45 St. Suite 234, Fort Lauderdale, Florida 33308, or such other place within or without the State of Florida as the Board of Directors shall by appropriate action hereafter, from time to time determine.

ARTICLE VII

A. The business of this corporation shall be conducted and managed by its Board of Directors, and such Board of Directors shall consist of not less than three (3) members. A majority of the first Board of Directors named below shall have the power to approve and to adopt the by-laws of this corporation until their successors are elected and appointed.

B. The qualifications, time and place of election and term of office of each Director shall be as provided for in the by-laws of the corporation.

C. The officers of this corporation may consist of a President and Treasurer, a Secretary, a Vice-President and Director, an Assistant Secretary and Director, and such other officers and agents as may be provided for the by-laws of this corporation, who shall be chosen, serve for such term, and have duties as may be prescribed by such by-laws.

D. A director may be removed without cause at any annual or special meeting of the

stockholders only upon affirmative vote of stockholders of fifty-one per cent (51%) of stockholders present and voting.

ARTICLE VIII

The names and post office address of members of the first Board of Directors who, unless otherwise provided by the by-laws of this corporation, shall hold office and manage the corporation for the first year of existence of the corporation, or until their successors are elected or appointed and have qualified:

Allan G.S. Voce	- 1925 NE 45 St. # 234 Ft. Lauderdale, Fl. 33308	- Chairman of the Board & CEO
Garth Rose	- 1925 NE 45 St. # 234 Ft. Lauderdale, Fl. 33308	- President & Director
Roy Miller	- 1925 NE 45 St. #234 Ft. Lauderdale, Fl. 33308	- 1st. Vice President & Secretary

ARTICLE IX

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

Garth Rose	1925 NE 45 St. #234 Ft. Lauderdale, Fl. 33308
Allan G.S. Voce	1925 NE St. #234 Ft. Lauderdale, Fl. 33308

ARTICLE X

In the event that the corporation enters into contracts or transacts business with one or more of its directors, or with any firm of which one or more of its directors are members or employees, or with any other corporation or association of which one or more of its Directors or shareholders, officers, or employees, such contract shall not be invalidated or in any wise affected by the fact that such Director or Directors have or may have interests therein which might be adverse to the interests of the corporation, even though the vote of the Director or Directors having such adverse interests shall have

have been necessary to obligate the corporation upon such contract or obligation; PROVIDED, HOWEVER, that in any such case, the fact of such interest shall be disclosed to the other directors or shareholders acting upon or in reference to such contract or transaction. No director or directors having disclosed such adverse interests shall be liable to the corporation or to any shareholders or creditor thereof or to any person for the loss incurred by it under or by reason of any such contract or transaction, nor shall any such Director or Directors be accountable for any gains or profits realized thereon. PROVIDED, ALSO, that such contract and transaction shall, at the same time at which it was entered into have been a reasonable one to have been entered into and shall have been upon terms that at the time were fair.

ARTICLE XI

Each Director and officer of the corporation, whether or not in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceedings in which he may be involved or to which he may be a party by reason of his being or having been a Director or an officer of the corporation (said expenses to include attorney's fees and other costs of reasonable settlements made with a view of curtailment of costs of litigation), except in relation to matters as to which he finally be adjudged in any such action, suit or proceedings or have been derelict in the performance of his duty, as such officer or director. Such right or indemnification shall be executed of any other rights to which a Director or an officer may be entitled under any regulations, agreements, a vote of stockholders or to which he may be entitled as a matter of law, and the rights of indemnification shall inue to the benefit of heirs, executors, and the administrators of any such director or officer.

ARTICLE XII

A director shall not be liable for dividends illegally declared, distributions, illegally made to stockholders or any other action taken by reliance in good faith upon the financial statements of the corporation represented to him to be correct by an officer having charge of its books or account or financial statement certified by a Certified Public Accountant to fairly reflect the financial condition of the corporation; nor shall he be liable, if in good faith in determining the amount available for dividends or distribution, he considers the assets to be of their book value.

ARTICLE XIII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders' meeting by fifty-one percent (51%) of the stock entitled to vote thereon, unless all of the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be adopted.

ARTICLE XIV

Any action that may be taken at a meeting of the shareholders of this corporation may be taken without a meeting, if consent in writing setting forth of the action shall be signed by all, but not less than all, of the shareholders of the corporation entitled to vote on the action and shall be filed by the secretary of the corporation. This consent shall have the same effect as a unanimous vote at the shareholders' meeting. If all the Directors, severally or collectively, likewise, consent in writing or writings evidencing their consent are filed with the secretary of the corporation, the action shall be valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XV

The initial registered office of this corporation shall be 1925 NE 45 St., Suite 234, Fort Lauderdale, Florida 33308 and the initial registered agent of this corporation shall be Charles O'Brady who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for services of process.

IN WITNESS WHEREOF, The subscribers hereto have hereunto set their hand and seal this 19th day of MARCH, A.D. Nineteen Hundred and Ninety Seven.


Garth Anthony E. Rose


Allan G.S. Voce

STATE OF FLORIDA

COUNTY OF BROWARD

I HEREBY CERTIFY that on this date, before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgement, personally appeared Garth Anthony E. Rose and Allan G.S. Voce, to me well known to be the persons described in, and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they subscribed to these Articles of Association.

WITNESS my hand and official seal in the State and County aforesaid this 19th day of MARCH, A.D. Nineteen Hundred and Ninety Seven.



MICHAEL STEPHEN LINDELL
NOTARY PUBLIC
STATE OF FLORIDA
Commission No. CC 375557
My Comm. Expires June 6, 1998


Notary Public

My commission expires: 6/6/98

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


Allan G.S. Voce

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA