

P97000038954



ACCOUNT NO. : 072100000032

REFERENCE : 350593 11758A

AUTHORIZATION : *Patricia Pijuta*

COST LIMIT : \$ 122.50

ORDER DATE : May 1, 1997

ORDER TIME : 10:14 AM

ORDER NO. : 350593-005

100002161701--3

CUSTOMER NO: 11758A

CUSTOMER: Jeffrey S. Wachs, Esq
DOUMAR CURTIS CROSS LAYSTROM
PERLOFF
1177 Southeast Third Avenue

Fort Lauderdale, FL 33316

DOMESTIC FILING

NAME: S.E.L.SALES AND MARKETING
CONSULTING, INC.

EFFECTIVE DATE:

XX___ ARTICLES OF INCORPORATION
___ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

__XX___ CERTIFIED COPY
___ PLAIN STAMPED COPY
___ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS: _____

FILED
97 MAY -1 PM 12:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 MAY -1 AM 11:22
DIVISION OF CORPORATION

30 MAY -1 1997

6

ARTICLES OF INCORPORATION
OF
S.E.L. SALES AND MARKETING CONSULTING, INC.

FILED
97 MAY -1 PM 12:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation shall be S.E.L. SALES AND MARKETING CONSULTING, INC.

ARTICLE II

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to sell, market and promote all types of property, real, personal and/or mixed, and to provide consulting services in connection with sales, marketing and promotion of all types of property, real, personal and/or mixed.

ARTICLE III

The authorized capital stock of this corporation shall be one hundred thousand (100,000) shares of common stock at one dollar (\$1.00) par value.

ARTICLE IV

The amount of capital with which this corporation shall commence business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE V

This corporation shall have a perpetual existence, unless sooner dissolved according to law.

ARTICLE VI

The principal place of business of said corporation shall be 1177 SE 3rd. Avenue, Fort Lauderdale, Florida 33316, with the privilege of having branch offices at other places within or without the State of Florida.

ARTICLE VII

The number of directors of this corporation shall be not less than one nor more than six.

ARTICLE VIII

The names and post office addresses of the first Board of Directors of this corporation, who shall hold office for the first year or until their successors are chosen, are:

| | |
|--------------------|---------------------------------------------------------------|
| STEPHEN P. ANTUNA | 3101 NE. 47th. St. Apt 407 Fort Lauderdale, Fla. 33308 |
| LORETTA. B. ANTUNA | 3101 NE. 47th. St. Apt. 407 Fort Lauderdale, Fla. 33308 |

ARTICLE IX

The following designated officers of this corporation are to serve until the first annual meeting, or until their successors are duly elected and qualified.

| | |
|-------------------|---------------------|
| STEPHEN P. ANTUNA | President |
| LORETTA B. ANTUNA | Secretary-Treasurer |

ARTICLE X

The names and post office addresses of each subscriber and the number of shares of stock which each agrees to take are:

| | |
|-------------------|-------------------------------------------------|
| STEPHEN P. ANTUNA | 5000 Shares of Common Stock \$1.00 par value |
|-------------------|-------------------------------------------------|

LORETTA B. ANTUNA

5000 Shares of Common Stock

\$1.00 par value

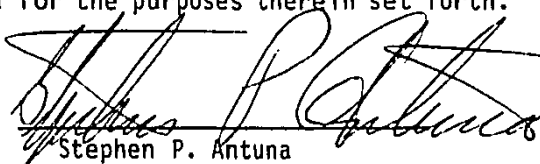
ARTICLE XI

The corporation may, in its By-Laws, confer powers upon the Board of Directors in addition to the powers and authorities expressly conferred upon them by the laws of the State of Florida as set forth Florida Statutes 607.0302

ARTICLE XII

The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein upon stockholders, directors and officers are subject to this reserved power.

IN WITNESS WHEREOF, we, the undersigned incorporators, do make, subscribe and acknowledge this Certificate, and we have hereunto duly executed the foregoing Article of Incorporation to be filed in the office of the Secretary of State of Florida for the purposes therein set forth.


Stephen P. Antuna


Loretta B. Antuna

STATE OF FLORIDA

COUNTY OF BOWARD

PERSONALLY APPEARED before me, the undersigned authority this

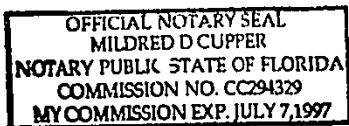
30th day of April 1997, STEPHEN P. ANTUNA and LORETTA B.

• ANTUNA, known to me and to me known to be the persons making, subscribing and acknowledging the foregoing Certificate of Incorporation, to be their free act and deed for the uses and purposes therein set forth and expressed.

SWORN TO AND SUBSCRIBED before me this 30th day of April, 1997.

Mildred D. Cupper
Notary Public
Print Name MILDRED D. CUPPER

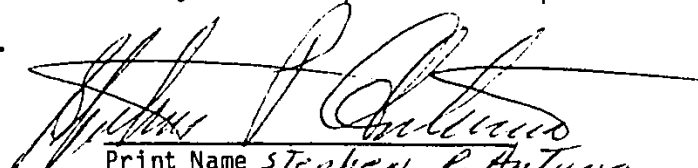
My Commission Expires:




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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

THAT S.E.L. SALES AND MARKETING CONSULTING, INC., desiring
to organize or qualify under the laws of the State of Florida, with its
principal place of business in the City of Fort Lauderdale, State of
Florida, has named HENRY R. SCHULER, JR., 1177 SE 3rd. Avenue,
Fort Lauderdale, Florida 33316, as its agent to accept service of process
within the State of Florida.


Print Name Stephen P. Antuna
Title President
Date 4/30/97

Having been named to accept service of process for the
above stated corporation, at the place designated in this certificate,
I hereby agree to act in this capacity, and I further agree to comply with
the provisions of all statutes relative to the proper and complete
performance of my duties.


Resident Agent
Date 4/30/97

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 MAY -1 PM 12:09

FILED