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TO: DIVISION ORAPERF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: POINT OF SALE MARKETING, INC.

AUDIT NUMBER.....H97000008448

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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ARTICLES OF INCORPORATION

OF

POINT OF SALE MARKETING, INC.

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STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

NAME

The name of the corporation shall be:

POINT OF SALE MARKETING, INC.

ARTICLE II

PURPOSES

The purpose for which the corporation is formed and the business and objects to be carried on and promoted by it are as follows:

- a) To transact any lawful business.

ARTICLE III

CAPITAL STOCK

The maximum number of shares that this corporation is to have outstanding at any one time is One Hundred (100) shares of common stock, having a nominal or par value of \$.10 per share. The consideration to be paid for each share shall be fixed by the Board of Directors.

Prepared By: David A. Rosenblatt, Esquire
9190 Sunset Drive
Miami, Florida 33173
Florida Bar No.: 253758

(305) 595.3444

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ARTICLE IV

TERM

This corporation shall have perpetual existence.

ARTICLE V

REGISTERED OFFICE
and PRINCIPAL OFFICE

The Registered and Principal Office shall be located at 12550 Biscayne Boulevard, Suite 403, North Miami, Florida 33181 or such other place as the Board of Directors shall from time to time direct, with appropriate notice being given to the Secretary of State in accordance with law.

ARTICLE VI

DIRECTORS, OFFICERS AND INITIAL REGISTERED AGENT

This corporation shall have not less than one (1) nor more than nine (9) directors, as set forth in the By-Laws. The name and street addresses of the first Board of Directors, the initial Registered Agent and the initial Officers of this corporation who, subject to these Articles of Incorporation, By-Laws and the laws of the State of Florida, shall hold office until their successors have been elected and qualified are as follows:

NAME

ADDRESS

STUART D. COOPER/PRESIDENT

12550 Biscayne Blvd.#403
North Miami, Florida 33181

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ARTICLE VII

SUBSCRIBERS

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

| <u>NAME</u> | <u>ADDRESS</u> |
|--------------------------------------|---|
| Stuart D. Cooper Registered Agent | 12550 Biscayne Blvd.#403 North Miami, Florida 33181 |

ARTICLE VIII

SPECIAL PROVISIO

Any action by the directors of this corporation which is within their power taken at a meeting of such directors shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all directors as required by law or by the By-Laws of this corporation, if at any time prior to, during or subsequent to such meeting all directors shall execute a waiver of notice of such meeting or approve the action taken at such meeting.

When not prohibited by law, any action of the shareholders of this corporation may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records. Such consent shall have the same force and effect as the unanimous vote of the shareholders and may be

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stated as such in any certificate or document filed with the Department of State of the State of Florida or any other governmental agency of any state, county or nation or with any private organization, corporation, person or persons.

Nothing in this Article shall be construed to allow any act of the Board of Directors to be approved by less than a majority of said directors or wherever a greater vote is required by law or in the By-Laws for that vote.

ARTICLE IX

INSPECTION OF BOOKS AND RECORDS

The corporation shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the corporation (other than the stock book) or any of them shall be open to the inspection of shareholders and no shareholder shall have any right of inspecting any account, book or document of this corporation except as conferred by statute unless authorized by a resolution of the shareholders or the Board of Directors.

ARTICLE X

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every officer and every director of the corporation shall be indemnified by the corporation as permitted by law against all expenses and liability, including counsel fees, reasonably incurred by or imposed upon them in connection with any proceeding to which they may be a party or in which they may become involved by reason of them being or having been an officer or director at the time

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such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such officer or director may be entitled.

ARTICLE XI

TELEPHONE MEETING AUTHORIZED

Members of the Board of Directors or of any executive committee designated by the Board of Directors in accordance with law shall be deemed present at any meeting of the Board of Directors or the executive committee as the case may be, if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear and be heard by all other persons, is used.

ARTICLE XII

AMENDMENTS

These Articles of Incorporation may be amended in the manner and with the vote provided by law.

IN WITNESS WHEREOF, we have hereunto set my hand and seal at Miami, Dade County, Florida, this 8th day of May, 1997.


Stuart D. Cooper

STATE OF FLORIDA)
 ss
COUNTY OF DADE)

BEFORE ME, the undersigned authority, this day personally appeared Stuart D. Cooper, to me well known to be the individual

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described in and who executed the foregoing Articles of Incorporation of Point of Sale Marketing, Inc., and he acknowledged before me that they signed and executed the same for the purposes stated therein.

SWORN TO AND SUBSCRIBED before me this 2 day of May, 1997.



MARILEE MEDAVILLA
F.L. Commission CC-43394
Expires Feb. 03 1998
Bonded by ANG
600-662-8878


NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires:

CERTIFICATE ACCEPTING DESIGNATION
OF
REGISTERED AGENT

I, Stuart D. Cooper, hereby certify that I have accepted the designation as Registered Agent of Point of Sale Marketing and agree to serve as its agent to accept service of process within the State at its Registered Office.


Stuart D. Cooper

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