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FLORIDA DIVISION OF CORPORATIONS

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ACCT#:

CONTACT: RICHARD OSTER  
PHONE: (608)251-6600  
(608)251-6907

FAX #:

NAME: NETWORK MARKETING CORPORATION

AUDIT NUMBER.....H97000009725

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

CERT. OF STATUS..1

PAGES..... 1

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97 JUN 13 AM 8:04

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
Network Marketing Corporation**

The undersigned incorporator, for the purpose of forming a corporation (hereinafter referred to as the "Corporation") under the Florida business Corporation Act, (hereinafter referred to as the "Act") hereby adopts the following Articles of Incorporation.

**ARTICLE I NAME**

The name of the Corporation shall be: Network Marketing Corporation.

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business and mailing address of this Corporation shall be:  
502 Andover Court, Boynton Beach, FL 33462.

**ARTICLE III SHARES**

Section 3.1. Number. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 2000. The par value of each share of stock is \$.01.

Section 3.2. Classes. There shall be one (1) class of shares of the Corporation, which shall be designated as "Common Shares".

Section 3.3. Relative Rights, Preferences, Limitations and Restrictions of Common Shares. All Common Shares shall have the same rights, preferences, limitations and restrictions.

Section 3.4. Voting Rights of Common Shares. Each holder of Common Shares shall be entitled to one (1) vote for each share owned of record on the books of the Corporation on each matter submitted to a vote.

**ARTICLE IV INITIAL REGISTERED AGENT & STREET ADDRESS**

The name and address of the initial registered agent is: Douglas H. Lynch, 502 Andover Court, Boynton Beach, FL 33462.

**ARTICLE V INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is Richard Oster, Business Filings Incorporated, 214 N. Henry Street, Suite 201, Madison, WI 53703.

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## ARTICLE VI INITIAL DIRECTORS

The initial director of the Corporation is:

Douglas H. Lynch, 502 Andover Court, Boynton Beach, FL 33462.

## ARTICLE VII INDEMNIFICATION

Section 7.1. Rights to Indemnification and Advancement of Expenses. The Corporation shall indemnify every director made a party to a proceeding because such individual is or was a director, as a matter of right, against all liability incurred by such individual in connection with the proceeding; provided that it is determined in the specific case that indemnification of such individual is permissible in the circumstances because such individual has met the standard of conduct for indemnification specified in the Act. The Corporation shall pay for or reimburse the reasonable expenses incurred by a director in connection with any such proceeding in advance of final disposition thereof in accordance with the procedures and subject to the conditions specified in the Act. The Corporation shall indemnify a director who is wholly successful, on the merits or otherwise, in the defense of any such proceeding, as a matter of right, against reasonable expenses incurred by the individual in connection with the proceeding without the requirement of a determination as set forth in the first sentence of this Section. Upon demand by a director for indemnification or advancement of expenses, as the case may be, the Corporation shall expeditiously determine whether the director is entitled thereto in accordance with this Article and the procedures specified in the Act. Every individual who is or was an officer of the Corporation shall be indemnified, and shall be entitled to an advancement of expense, to the same extent as if such individual is or was a director. The indemnification provided under this Article shall be applicable to any proceeding arising from acts or omissions occurring before or after the adoption of this Article.

Section 7.2. Other Rights Not Affected. Nothing contained in this Article shall limit or preclude the exercise or be deemed exclusive of any right under the law, by contract or otherwise, relating to indemnification of or advancement of expenses to any individual who is or was a director, officer, employee or agent of the Corporation, or the ability of the Corporation to otherwise indemnify or advance expenses to any such individual. It is the intent of this Article to provide indemnification to directors and officers to the fullest extent now or hereafter permitted by law consistent with the terms and conditions of this Article. Therefore, indemnification shall be provided in accordance with this Article irrespective of the nature of the legal or equitable theory upon which a claim is made, including without limitation negligence, breach of duty, mismanagement, corporate waste, breach of contract, breach of warranty, strict liability, violation of federal or state securities laws, violation of the Employee Retirement Income Security Act of 1974, as amended, or violation of any other state or federal laws.

Section 7.3. Definitions. For purposes of this Article:

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(a) The term "director" means an individual who is or was a member of the Board of Directors of the Corporation or an individual who, while a director of the Corporation, is or was serving at the Corporation's request as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, whether for profit or not. A director is considered to be serving an employee benefit plan at the Corporation's request if the director's duties to the Corporation also impose duties on, or otherwise involve service by, the director to the plan or to participants in or beneficiaries of the plan. The term "director" includes, unless the context requires otherwise, the estate or personal representative of a director.

(b) The term "expenses" includes all direct and indirect costs (including without limitation counsel fees, retainers, court costs, transcripts, fees of experts, witness fees, travel expenses, duplicating costs, printing and binding costs, telephone charges, postage, delivery service fees, all other disbursements or out-of-pocket expenses) actually incurred in connection with the investigation, defense, settlement or appeal of a proceeding or establishing or enforcing a right to indemnification under this Article, applicable law or otherwise.

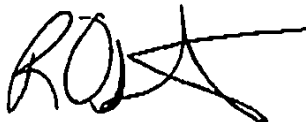
(c) The term "liability" means the obligation to pay a judgement, settlement, penalty, fine, excise tax (including an excise tax assessed with respect to an employee benefit plan), or reasonable expenses incurred with respect to a proceeding.

(d) The term "party" includes an individual who was, is or is threatened to be made a named defendant or respondent in a proceeding.

(e) The term "proceeding" means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal.

The undersigned incorporator has executed these Articles of Incorporation this 10th day of June, 1997.

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The document was prepared by:  
Richard Oster, 214 N. Henry Street, Suite 201, Madison, WI 53703. 608-251-6600

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**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.**

**The name of the corporation is: Network Marketing Corporation.**

**The name and address of the registered agent and office is: Douglas H. Lynch, 502  
Andover Court, Boynton Beach, Florida, 33462.**

**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.**

Signature: \_\_\_\_\_

  
Douglas H. Lynch

Date: 6/12/97

**FILED**  
**97 JUN 13 AM 8:04**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

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T-218 P.08/08 F-318



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 28, 1997

DOUGLAS H. LYNCH  
502 ANDOVER COURT  
BOYNTON BEACH, FL 33462

The name **NETWORK MARKETING CORPORATION** has been reserved for 120 days beginning February 28, 1997. The reservation number is R9700000989 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 485, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Emily Price

Letter number: 397A00010570

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Division of Corporations - P O BOX 9327 - Tallahassee Florida 92314