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* ALSO ADMITTED TO PRACTICE IN COLORADO
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' OF COUNSEL

June 16, 1997

New Filings Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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***122.50 ***122.50

RE: Articles of Incorporation of
Marketing Strategies International, Inc.

Dear Sir:

Enclosed please find the original and one (1) copy of the Articles of Incorporation and the Certificate Designating Place of Business or Domicile for the Service of Process with regard to the above referenced corporation. I have also enclosed \$122.50 to cover the cost of filing same and for a certified copy of the Articles. Also enclosed is a return Airborne Express envelope. Please return the certified articles at your earliest convenience.

Thank you for your cooperation in this matter; and should you have any questions with regard to the attached, please do not hesitate to contact me.

Very truly yours,

EARL K. MALLORY

EKM/

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 17 AM 10:24

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D. BROWN JUN 18 1997

ARTICLES OF INCORPORATION
of
MARKETING STRATEGIES INTERNATIONAL, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 17 AM 10:24

ARTICLE I

The name of this corporation is Marketing Strategies International, Inc.

ARTICLE II

The duration of this corporation is perpetual.

ARTICLE III

The general purposes for which this corporation is organized are:

1. To develop, manufacture, market and sell products for retail and wholesale.
2. To transact any other lawful business for which corporations may be incorporated under the General Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable to accomplish the foregoing.

ARTICLE IV

The principal office and mailing address of the corporation is 4440 PGA Blvd., Suite 505, Palm Beach Gardens, FL 33410.

ARTICLE V

The aggregate number of shares which the corporation is authorized to issue five hundred (500). Such shares shall be of a single class, and shall have a par value of one dollar (\$1.00) per share.

ARTICLE VI

The street address of the initial registered office of the

corporation is 675 West Indiantown Road, Suite 103, P.O. Box 8858, Jupiter, FL 33468, and the name of its initial registered agent at such address is Earl K. Mallory.

ARTICLE VII

The number of directors constituting the initial Board of Directors of the corporation is 1. The name and address of each person who is to serve as a member of the initial Board of Directors is:

<u>Name</u>	<u>Address</u>
Tony Napoletano	9150 S.E. Deerberry Pl., Tequesta, FL.

ARTICLE VIII

The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Tony Napoletano	9150 S.E. Deerberry Pl., Tequesta, FL.

EXECUTED by the undersigned at Jupiter, Palm Beach County, on this 13 day of June, 1997.

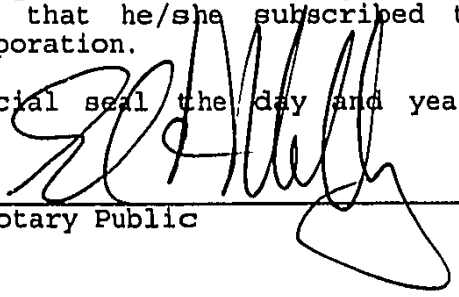


Tony Napoletano

STATE OF
COUNTY OF PALM BEACH

PERSONALLY appeared before the undersigned authority on the 13TH day of JUNE, 1997 before me a Notary Public duly authorized in the State and County of aforesaid to take acknowledgements, Tony Napoletano, known to be the person described as a subscriber in the foregoing Articles of Incorporation, and he/she acknowledged before me that he/she subscribed to and executed said Articles of Incorporation.

WITNESS my hand and official seal the day and year last aforesaid.



Notary Public

My Commission Expires:


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

Pursuant to the provisions of section 607.0501 or 617.0501, 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.

1. The name of the corporation is Marketing Strategies International, Inc.
2. The name and address of the Registered Agent and Office is:

Earl K. Mallory, Esq.


675 West Indiantown Road
Suite 103
P.O. Box 8858
Jupiter, FL 33468



Tony Napoletano
Incorporator
6-13-97
Date

ACKNOWLEDGEMENT AND ACCEPTANCE

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.



Earl K. Mallory

6-13-97
Date

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 17 AM 10:24