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**CARTER**  
LAW  
OFFICES

OFFICES IN PLATTE & JACKSON COUNTIES, MISSOURI  
AND MARICOPA COUNTY, ARIZONA

TELEPHONE: (816) 283-3500  
FACSIMILE: (816) 283-3084

DOUGLAS L. CARTER'  
R. KEITH JOHNSTON'  
JULIANNE H. CARTER'

REPLY TO:  
THIRD FLOOR  
1220 WASHINGTON  
KANSAS CITY, MO 64105

June 16, 1997

VIA FEDERAL EXPRESS

Florida Secretary of State  
Division of Corporation  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Courtesy Marketing, Inc.

Dear Sir/Madam:

Enclosed for filing please find an original and one copy of the Articles of Incorporation for Courtesy Marketing, Inc. Also enclosed is a check in the amount of \$35.00 to cover the filing fees. Please file stamp the copy, and return back to me in the enclosed, self-addressed, stamped Federal Express envelope.

If you have any questions, please call me at the above listed number. Thank you for your time and assistance in this matter.

Sincerely,

*Connie Stahl*

Connie Stahl  
Legal Assistant

Enc.

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700002214557--0  
-06/17/97--01047--016  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

FILED  
97 JUN 19 PM 12:18  
TALLAHASSEE, FLORIDA

700002219007--1  
-06/20/97--01113--008  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

W97-14235  
PST  
6/19/97

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DOUGLAS L. CARTER\*  
R. KEITH JOHNSTON\*  
JULIANNE H. CARTER\*

REPLY TO:  
THIRD FLOOR  
1220 WASHINGTON  
KANSAS CITY, MO 64105

June 18, 1997

**VIA FEDERAL EXPRESS**

Ms. Pam Hall  
Florida Secretary of State  
Corporations New Filing Section  
409 East Gaines Street  
Tallahassee, Florida 32399

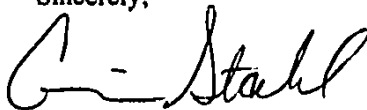
Re: Courtesy Marketing, Inc.

Dear Ms. Hall:

Per our telephone conversation of today, enclosed please find a check in the amount of \$87.50 to cover the additional filing fees of the registered agent and certified copy of the articles of incorporation for the above-referenced matter.

If you have any questions, please call me at the above listed number. Thank you for your time and assistance in this matter.

Sincerely,



Connie Stahl  
Legal Assistant

Enc.

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**ARTICLES OF INCORPORATION**

**FILED**

I the undersigned, as proper person acting as incorporator of a corporation under the laws of the State of Florida, adopt the following articles of incorporation:

97 JUN 19 PM 12:18

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FIRST**

The name of the corporation is Courtesy Marketing, Inc.

**SECOND**

The period of its duration is perpetual.

**THIRD**

The purpose of the corporation is for marketing purposes.

**FOURTH**

The aggregate number of authorized shares is 1,000 with a \$1.00 per share par value.

**FIFTH**

Cumulative voting shares of common stock is not authorized.

**SIXTH**

Provisions for regulating the internal affairs of the corporation are located in the corporation's Bylaws.

**SEVENTH**

The address of the initial registered office is 1200 S. Pine Island Road, Plantation, Florida 33324, and the name of its initial registered agent at such address is C.T. Corporation Systems.

**EIGHTH**

Address of the principal place of business is 2938 Jog Road #18, Green Acres, Florida 33463.

NINTH

The number of directors constituting the initial board of directors of the corporation is two (2). The names and address of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:


Name	Address
Michael J. Mattix	2795 Claude Brewer Road Loganville, Georgia 30249
John R. Stirling	2051 Keene Road North Clearwater, Florida 34615

TENTH

The name and address of each incorporator is:

Name	Address
Connie Stahl	1220 Washington, Suite 300 Kansas City, Missouri 64105

Date: 6/16/97

  
Connie Stahl

# ACCEPTANCE OF APPOINTMENT **FILED**

97 JUN 19 PM 12:18

RE: **COURTESY MARKETING, INC.**


SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of the above corporation and agrees to act in the capacity and to comply with the provisions of the Florida Business Corporation Act (1990) relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of, Section 607.0505, Florida Statutes.

Dated: June 13, 1997

C T CORPORATION SYSTEM

By

  
John J. Linnihan,  
Assistant Vice President