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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: O T D MESSENGER, INC.

AUDIT NUMBER.....H97000010741

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

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....1

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97 JUN 30 PM 4:00  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF  
O T D MESSENGER, INC.

FILED  
JUN 30 PM 4:00  
TALLAHASSEE, FLORIDA

The undersigned party to these Articles of Incorporation, a natural person competent to contract, hereby for and and incorporate a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be : O T D MESSENGER, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 6601 NW 15th Way, Fort Lauderdale, Florida 33309-1525.

ARTICLE III CAPITAL STRUCTURE

The Corporation is authorized to issue five thousand shares of Common Stock, each share having a Par Value of one dollar.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is :  
Patrick Cervone, 6601 NW 15th Way, Fort Lauderdale, Florida  
33309.

Prepared by: Gary McClain, 1470 S.W. 19th Avenue  
Ft. Lauderdale, Florida 33312  
(954) 525-6928

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ARTICLE V INCORPORATIONS

The name and street address of the incorporator to these  
Articles of Incorporation is:

Patrick Cervone  
6601 NW 15th Way  
Fort Lauderdale, Florida 33309

The undersigned has executed these Articles of Incorporation

.....  
Signature/Title

ARTICLE VI - PURPOSE

The Corporation is organized for the following purposes:

1. For the purpose of transacting any and all lawful  
business permitted under the Laws of the United States and of the  
State of Florida.
2. For the purpose of engaging in any one or more of the  
acts and things herein set forth.

ARTICLE VII - VOTING RIGHTS

Except as otherwise provided by the law, the entire voting  
power for the election of directors and for all other purposes  
shall be vested exclusively in the holders of the outstanding  
shares of Common Stock.

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ARTICLE VIII - PRE-EMPTIVE RIGHTS

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind as that which he already holds, shall have the right to purchase his prorated share thereof ( as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX - INITIAL BOARD OF DIRECTORS

The corporation shall have (1) Director initially name and address of the initial director of this Corporation is:

Patrick Cervone  
6601 NW 15th Way  
Fort Lauderdale, Florida 33309

ARTICLE X - LENGTH OF EXISTENCE

The Corporation shall have perpetual existence, unless sooner dissolved according to law. Corporate existence shall commence on the date these Articles are executed.

ARTICLE XI - OFFICERS

The corporation shall have a President and a Secretary-Treasurer, and such other and/or additional officers as may be created from time to time by, and authorized by, its Bylaws. IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the Laws of the State of Florida, this 30 day of June, 1997.

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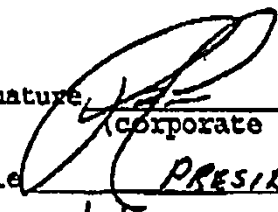
CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

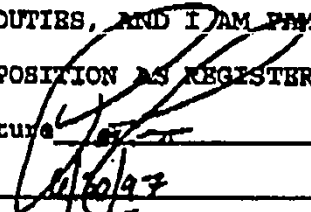
Pursuant to the provisions of section 607.0501. Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: O T D Messenger, Inc.

2. The name and address of the registered agent and office is: Patrick Cervone, 6601 NW 15th Way, Fort Lauderdale, Florida 33309.

Signature  \_\_\_\_\_  
(corporate officer)  
Title PRESIDENT  
Date 6/2/97

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE 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 MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature  \_\_\_\_\_  
Date 6/2/97

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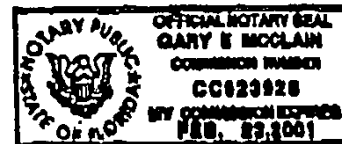
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STATE OF FLORIDA )  
COUNTY OF BROWARD )

I HEREBY CERTIFY that on this 30 day of June 1997,  
personally came and appeared before me, the undersigned  
authoritie, Patrick Cervone to me well known, and known to me to  
be the person described in and who acknowledged to me that he  
executed the foregoing Certificate of Incorporation as his free and  
voluntary act and deed and for uses and purposes expressed  
therein.

IN WITNESS WHEREFOR, I have hereunto set my hand and seal  
on the day and year first above written.

*Gary McClain*  
Notary Public  
My Commission Expires:



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