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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: ACE INDUSTRIES, INC.
CONTACT: PAM FRIEDMAN
PHONE: (305)358-2571

ACCT#: 070744001530

FAX #: (305)358-7832

NAME: CO-OP MARKETING, INC.
AUDIT NUMBER.....H97000011423
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 1
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ARTICLES OF INCORPORATION

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Article 1: Name of Corporation CO-OP MARKETING, INC.
Address of Corporation 4985 10th STREET
SARASOTA, FLORIDA 34232

Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 100, with a par value of \$1.00. (PAR VALUE is NOT REQUIRED).

Article 3: REGISTERED AGENT NATHAN J. YODER
and 4985 10th STREET
REGISTERED OFFICE: SARASOTA, FLORIDA 34232

I am familiar with and hereby accept the duties and responsibilities as registered agent for said corporation

[Signature] 6/26/97
Signature of Registered Agent Date

Article 4: The Board of Directors are: (Board of Directors is NOT REQUIRED)
First listed is President. Second is Vice-President. Then, sec/treasurer

1. <u>NATHAN J. YODER</u>	<u>LEAN D. YODER</u>
<u>4985 10th STREET</u>	<u>4985 10th STREET</u>
<u>SARASOTA, FLORIDA 34232</u>	<u>SARASOTA, FLORIDA 34232</u>

Article 5: The Name and Address of the INCORPORATOR is:

NATHAN J. YODER
4985 10th STREET
SARASOTA, FLORIDA 34232

In witness whereof I have subscribed my name

[Signature]
Signature of Incorporator

NATHAN J. YODER

H97-11423
Prepared by:

ICE INDUSTRIES, INC.
64 NW 11th Street
Miami, FL 33138
305-358-2571