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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: TAMPA CORPORATE SERVICES, INC. D/B/A CORPORA
CONTACT: JULIO C EXQUIVEL
PHONE: (813)977-5203

ACCT#: 105404002242

FAX #: (813)632-2797

NAME: INTERNATIONAL MARKETING CONSORTIUM, INC.

AUDIT NUMBER.....H97000011576

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

CERT. OF STATUS..1

PAGES..... 4

CERT. COPIES.....0

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
International Marketing Consortium, Inc.

Article II. Address

The mailing address of the Corporation is:
International Marketing Consortium, Inc.
1901 Sherwood Street
Clearwater FL 33765

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Corporate Creations
15210 Amberly Drive • Suite 328
Tampa FL 33647

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Kevin Ferrell

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Corporate Creations
15210 Amberly Drive • Suite 328
Tampa FL 33647
(813) 977-5203

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations
15210 Amberly Drive • Suite 328
Tampa FL 33647

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective July 16, 1997

The undersigned incorporator executed these Articles of Incorporation on
July 16, 1997


CORPORATE CREATIONS
Julio C. Esquivel President

Corporate Creations
15210 Amberly Drive • Suite 328
Tampa FL 33647
(813) 977-5203

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

International Marketing Consortium, Inc.

REGISTERED AGENT/OFFICE:

Corporate Creations
15210 Amberly Drive • Suite 328
Tampa FL 33647

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TALLAHASSEE, FLORIDA

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


Corporate Creations
Julio C. Esquivel, President

Date: 7/16/97

Corporate Creations
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(813) 977-5203

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