P970000 64773



ACCOUNT NO. : 072100000032

REFERENCE: 467791 9228A

AUTHORIZATION :

COST LIMIT : \$ PRE PAID

ORDER DATE: July 18, 1997

ORDER TIME : 2:22 PM

ORDER NO. : 467791-005

CUSTOMER NO: 9228A UUUUU2242130--9 -07/21/97--01001--016 ****122.50 ****122.50

CUSTOMER: Ms. Lisa A. Dreggors

TRINKLE REDMAN SWANSON BYRD &

COTON, P.A.

121 North Collins Street

Plant City, FL 33566

DOMESTIC FILING

NAME: GRASSROOTS MARKETING AND

COMMUNICATIONS, INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

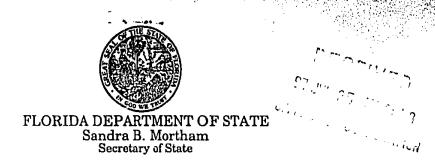
PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

JUL 2 1 1991



July 21, 1997

CSC NETWORKS 1201 HAYS ST. TALLAHASSEE, FL 32301-2607

SUBJECT: GRASSROOTS MARKETING AND COMMUNICATIONS, INC.

Ref. Number: W97000016705

We have received your document for GRASSROOTS MARKETING AND COMMUNICATIONS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

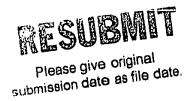
The registered agent must have a Florida street address. A post office box is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6052.

Sandy Ng Document Specialist

Letter Number: 897A00036851





FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

July 25, 1997

CSC NETWORKS 1201 HAYS ST. TALLAHASSEE, FL 32301-2607

We have received your document for GRASSROOTS MARKETING AND COMMUNICATIONS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

The registered agent must have a Florida street address. A post office box is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6052.

Sandy Ng Document Specialist

Letter Number: 897A00037677

RESUBMIT

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314 3:27

ARTICLES OF INCORPORATION FOR GRASSROOTS MARKETING AND COMMUNICATIONS, INC.

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles Of Incorporation:

Article 1. The name of the corporation shall be:

GRASSROOTS MARKETING AND COMMUNICATIONS, INC.

Article 2. The principal place of business and mailing address of this corporation shall be:

Post Office Box 2323 Zephyrhills, FL 33539

Article 3. The aggregate number of shares of stock that this corporation is authorized to issue and have outstanding at one time is:

One Hundred (100) shares, all of which shall be common shares with a par value of \$10.00.

Article 4. The name and address of the initial registered agent is:

Jessica R. Corcoran 1101 Gold Finch Drive Plant City, Florida 33566

Article 5. The names and street addresses of the incorporators to these Articles of Incorporation are:

Jessica R. Corcoran Post Office Box 2323 Zephyrhills, FL 33539

The undersigned has executed these Articles of Incorporation this 16th day of July, 1997.

Jessica R. Corcoran

c:/wp51/doc/corp/grass.art

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

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:

GRASSROOTS MARKETING AND COMMUNICATIONS, INC.

2. The name and address of the registered agent and office are:

Jessica R. Corcoran

1101 Gold Finch Drive Plant City, Florida 33566

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.

Jessica R. Corcoran

Dated: July 16, 1997

c:\wp51\doc\corp\grass.art