

**Zimmerman
Zimmerman
& Miceli, P.A.**

ATTORNEYS AT LAW

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August 22, 1997

Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

EFFECTIVE DATE
8-22-97

700002275647--5
-08/25/97--01043--019
*****70.00 *****70.00

RE: INFINITY MARKETING GROUP, INC.

Dear Sirs:

I enclose herewith an original and one copy of the Articles of Incorporation of the above referenced corporation, together with a resident agent's certificate.

I also enclose my check in the sum of \$70.00 to cover the following incorporation fees:

Filing Fee	\$ 35.00
Certificate of Resident Agent	<u>35.00</u>
	\$ 70.00

Please return a copy of the Articles after filing.

Thank you for your cooperation in this matter.

Very truly yours,

L.G. Miceli
Lawrence G. Miceli

LGM/skm

Enc.

FILED
97 AUG 25 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AL AUG 27 1997

FILED

97 AUG 25 AM 9:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

EFFECTIVE DATE
8-22-97

ARTICLE I

CORPORATE NAME

The name of the Corporation shall be:

INFINITY MARKETING GROUP. INC.

and the principal office of the Corporation shall be:

2520 NE 34th COURT
LIGHTHOUSE POINT, FL 33064

ARTICLE II

NATURE OF CORPORATE BUSINESS

The Corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
100	\$1.00	Common

ARTICLE IV

PREEMPTIVE RIGHTS

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

ARTICLE V

INITIAL REGISTERED AGENT

AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida are:

INITIAL REGISTERED AGENT: KEITH C. SWEERS
INITIAL REGISTERED OFFICE: 801 S. FEDERAL HIGHWAY
POMPANO BEACH, FL 33062

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have One (1) Director(s) initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name(s) and address(es) of the Director(s) of this Corporation is (are):

<u>NAME</u>	<u>ADDRESS</u>
CLARK WOODARD	2520 NE. 34th Court Lighthouse Point, FL 33064
KEITH C. SWEERS	801 S. Federal Highway, #620 Pompano Beach, FL 33062

ARTICLE VII

INCORPORATOR

The name and address of each incorporator executing these Articles of incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
CLARK WOODARD	2520 NE 34th Court Lighthouse Point, FL 33064

ARTICLE VIII

BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE IX

COMMENCEMENT AND DURATION OF EXISTENCE

The existence of the Corporation shall begin on the date that these Articles were signed by the Incorporator, provided that these Articles are accepted for filing by the Secretary of State within 5 days thereafter, as provided for by Fla. Stat. Section 607.0203, or if not filed within said time, then as of the date of filing, whichever is earlier. The Corporation shall exist perpetually.

ARTICLE X

INDEMNIFICATION

The Corporation shall indemnify any Officer or Director or any former Officer or Director to the fullest extent permitted by law.

ARTICLE XI

AMENDMENTS

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto and any right conferred upon the shareholders is subject to this reservation.

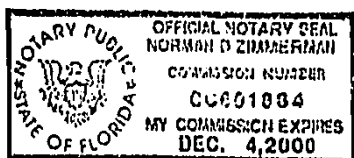
IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation this 22nd day of August, 1997.

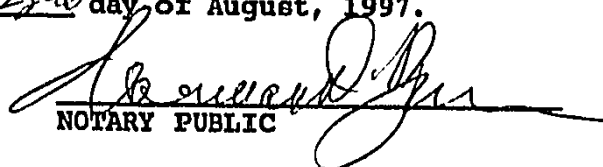

CLARK WOODARD
Incorporator

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared CLARK WOODARD, known to me or who did produce Fla. D.L. as identification, and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 22nd day of August, 1997.




NOTARY PUBLIC

FILED

97 AUG 25 AM 9:35

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED**

Pursuant to Fla. Stat. sec. 48.091, the following is
submitted:

INFINITY MARKETING GROUP, INC., desiring to organize under the laws
of the State of Florida, with its principle office, as indicated in
the Articles of Incorporation in the city of Lighthouse Point,
County of Broward, State of Florida, has named KEITH C. SWEERS,
located at 801 S. Federal Highway, #620, Pompano Beach, FL 33062,
County of Broward, State of Florida, as its agent to accept service
of process within this state.

ACKNOWLEDGED:

Having been named to accept service of process for the
above corporation, at the place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with the
provisions of said Act relative to keeping said office.

BY:


KEITH C. SWEERS
Resident Agent