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September 10, 1997

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Secretary of State  
State of Florida  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32301

Re: Eveready Marketing Group, Inc.

Dear Sir or Madam:

We enclose herewith an executed original and one copy of the Articles of Incorporation for the above-referenced corporation, together with our check in the amount of \$70.00 covering your filing fee (\$35.00) and Registered Agent Designation (\$35.00). Please file the Articles of Incorporation and return a stamped receipted copy to us in the enclosed envelope.

Thank you for your cooperation.

Very truly yours,

  
James A. Ballerano, Jr.

JAB/llm  
Enclosures

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F. CHAMBERLAIN

SEP 12 1997

F. CHAMBERLAIN

AUG 12 1997

**ARTICLES OF INCORPORATION**  
**OF**  
**EVEREADY MARKETING GROUP, INC.**

The undersigned subscriber to these Articles of Incorporation, desiring to form a business corporation under the Florida General Corporation Act, as amended, hereby adopts the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of the corporation shall be:

**EVEREADY MARKETING GROUP, INC.**

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing address of the corporation shall be:

4100 North Powerline Road, Bldg. Z-3-4  
Pompano Beach, FL 33073

**ARTICLE III - CAPITAL STOCK**

The number of shares of stock that the corporation is authorized to have outstanding at any one time is five thousand (5,000) shares, without par value.

**ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent of the corporation is:

JAMES A. BALLERANO, JR.  
1201 George Bush Boulevard  
Delray Beach, FL 33401

FILED  
97 SEP 11 AM 10:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE V - INCORPORATOR

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

JAMES A. BALLERANO, JR.  
1201 George Bush Boulevard  
Delray Beach, Florida 33483

ARTICLE VI - DIRECTORS

The name and address of the initial director of the corporation is:

ALAN ROSENBLUM  
112 Godfrey Lane  
Huntington, NY, 11743

9 IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this day of September, 1997.

  
\_\_\_\_\_  
JAMES A. BALLERANO, JR., Incorporator


STATE OF FLORIDA )

SS:

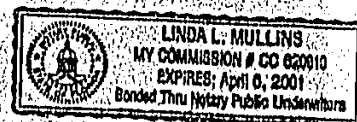
COUNTY OF PALM BEACH )

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County above named to take acknowledgments, personally appeared JAMES A. BALLERANO, JR., to me known to be the person described in and who executed the foregoing Articles of Incorporation and who acknowledged before me that he subscribed to these Articles of Incorporation as Incorporator.

WITNESS my hand and official seal at Delray Beach, Florida, this 9<sup>th</sup> day of September, 1997.

  
\_\_\_\_\_  
Notary Public

My commission expires:





**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned 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:

**EVEREADY MARKETING GROUP, INC.**

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

JAMES A. BALLERANO, JR.  
1201 George Bush Boulevard  
Delray Beach, FL 33483

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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.

Dated: September 9, 1997

  
\_\_\_\_\_  
JAMES A. BALLERANO, JR.

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