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Kostick & Company, P.A.

Certified Public Accountants

7520 NW 5th Street
Suite 200
Plantation, Florida 33317

ELLIOT D. KOSTICK, CPA
SUSANNE P. NEIL, CPA

BRWD: (954) 792-4477
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FLORIDA TOLL-FREE
(800) 728-4478

September 17, 1997

Secretary of State
Corporation Division
State of Florida
Tallahassee, Florida 32304

re: Group 6 Marketing Inc.

500002298045--7
-09/19/97--01074--005
****122.50 ****122.50

Gentlemen:

This is to advise you to send all information for the
incorporation of Group 6 Marketing Inc. to the following address:

Kostick & Company, P.A.
7520 NW 5th Street
Suite 200
Plantation, Florida 33317

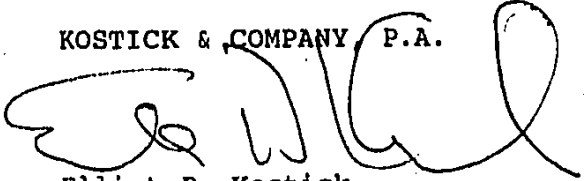
Enclosed please find two (2) copies of the Articles of
Incorporation of Group 6 Marketing Inc. and a check in the amount
of \$122.50 for the processing of this corporation. The check
represents payment of the following fees:

Filing	\$ 35.00
Registered Agent	35.00
Certified Copy	52.50
Total	<u>\$ 122.50</u>

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
97 SEP 19 PM 12:46

Thank you,

KOSTICK & COMPANY P.A.


Elliot D. Kostick

RP
9-22-97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 SEP 19 PM 12:46

ARTICLES OF INCORPORATION
OF
Group 6 Marketing Inc.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Group 6 Marketing Inc.

ARTICLE II PRINCIPAL OFFICE

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

3900 N. 29th Avenue
Hollywood, FL 33020

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Hundred (100) Shares

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Louis DePrima
3900 N. 29th Avenue
Hollywood, FL 33020

ARTICLE V INCORPORATOR(S)

The name and street address of the incorporator(s) to these Articles of Incorporation is:

Louis DePrima
3900 N. 29th Avenue
Hollywood, FL 33020

Kenneth Cohen
3900 N. 29th Avenue
Hollywood, FL 33020

ARTICLE VI DIRECTORS

Louis DePrima, President & Secretary
3900 N. 29th Avenue
Hollywood, FL 33020

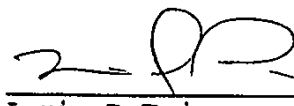
Kenneth Cohen, Vice President & Treasurer
3900 N. 29th Avenue
Hollywood, FL 33020

ARTICLE VII NATURE OF BUSINESS

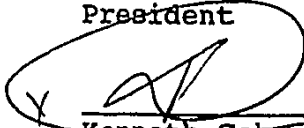
The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida

The undersigned have executed these Articles of Incorporation

X this 29 day of July, 1997.

X 

Louis DePrima
President

X 

Kenneth Cohen, Vice President
& Treasurer

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, 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:

Group 6 Marketing Inc.

2. The name and registered agent and office is:

Louis DePrima
3900 N. 29th Avenue
Hollywood, FL 33020

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FILED
CLERK OF STATE
OFFICE OF CORPORATION

Signature ✓ [Signature]

Louis DePrima

Title President

Date ✓ 7/24/97

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 AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature ✓ [Signature]

Louis DePrima

Date ✓ 7/29/97