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KENNETH S. DOBKIN

ATTORNEY AT LAW

SUITE 600

1975 EAST SUNRISE BOULEVARD

FORT LAUDERDALE, FLORIDA 33304

September 19, 1997

(954) 522-0680

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: Cornucopia Marketing, Inc.

Dear Sir or Madam:

Enclosed with this letter please find the original Articles of Incorporation for the above named corporation. Also, please find our check made payable to the Secretary of State Division of Corporations in the amount of \$122.50. Please forward a certified copy of the articles to the undersigned once they have been filed.

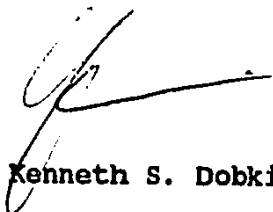
Thanks in advance for your prompt attention to this matter.

Very truly yours,

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Kenneth S. Dobkin

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
CORNUCOPIA MARKETING, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE 1:NAME

The name of the corporation shall be CORNUCOPIA MARKETING, INC.

ARTICLE II:PRINCIPAL OFFICE

The principal place of business and mailing address shall be 1007 N. FEDERAL HWY., Suite 30, Ft. Lauderdale, Florida 33304.

ARTICLE III:CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1000) shares having a par value of one dollar (\$1.00) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Kenneth S. Dobkin at 1975 East Sunrise Blvd., Suite 600, Ft. Lauderdale, Florida 33304.

ARTICLE V; INCORPORATOR

The name and address of the incorporator to these articles of incorporation is William Harris at 1007 N. Federal Hwy. Suite 30 Fort Lauderdale, FL 33304.

ARTICLE VI: OFFICERS/DIRECTORS

The name and address of each officer and director of the corporation is:

President and Director: William Harris, 1007 N. Federal Hwy.
Suite 30, Ft. Lauderdale, FL 33304

The undersigned has executed these articles of incorporation this 19th day of September, 1997.



WILLIAM HARRIS

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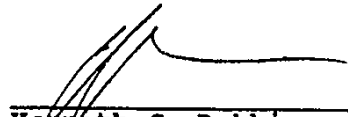
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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 Cornucopia Marketing, Inc.
2. The name and address of the registered agent and office is Kenneth S. Dobkin, Esq., 1975 East Sunrise Blvd., Suite 600, Fort Lauderdale, Florida 33304.

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.



Kenneth S. Dobkin
September 19, 1997