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L. JAMES DICKSON, P.A.
ATTORNEY AT LAW

FILED

4707 140TH AVENUE NORTH, SUITE 309
CLEARWATER, FLORIDA 33762 97 OCT 16 PM 2:31

TEL: (813) 531-2715
FAX: (813) 531-2619

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
MAILING ADDRESS:
POST OFFICE BOX 17245
CLEARWATER, FLORIDA 33762-0245

October 15, 1997

VIA FEDEX DELIVERY

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32301

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-10/16/97--01036--010
*****70.00 *****70.00

RE: ARTICLES OF INCORPORATION - MARKETING WORLDWIDE, INC.

Dear Madam or Sir:

Enclosed please find one (1) fully executed original and one (1) copy of the Articles of Incorporation of MARKETING WORLDWIDE, INC.

Please file these Articles of Incorporation of record, and furnish me an approved stamped "Filed" copy of the filed Articles of Incorporation. Also enclosed is this firm's check, in the amount of seventy dollars (\$70.00), for the applicable filing fees.

Thank you for your usual cooperation and assistance.

If you should have any questions, please do not hesitate to give me a call.

Very truly yours,



L. JAMES DICKSON

Enclosures

OCT 16 1997

ARTICLES OF INCORPORATION
OF
MARKETING WORLDWIDE INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article 1
Name

The name of this corporation is:

MARKETING WORLDWIDE, INC.

Article 2
Effective Date and Duration

This corporation shall exist perpetually commencing as of the date of the filing of these Articles of Incorporation of record by the Florida Department of State..

Article 3
Purposes

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

Article 4
Capital Stock

This corporation shall be authorized to issue ONE HUNDRED THOUSAND (100,000) Shares of Common Stock, each having a par value of ONE CENT (\$01). All the shares of the Common Stock shall have equal rights and privileges and shall be entitled to ratably receive the net assets of the corporation upon dissolution.

Article 5
Registered Office and Registered Agent

The street address of the initial registered office of this corporation shall be 3089 Enisglen Drive, Palm Harbor, Florida 34683. The name of the initial registered agent of this corporation at that address shall be MICHAEL WINZKOWSKI.

ARTICLES OF INCORPORATION
MARKETING WORLDWIDE, INC
October 15, 1997

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Article 6
Principal Office and Mailing Address

The principal office and mailing address of this corporation shall be:

3089 Enisglen Drive
Palm Harbor, Florida 34683

Article 7
Initial Board of Directors

The number of directors comprising the full Board of Directors of the corporation shall initially be two (2). The number of directors comprising the full Board of Directors may be increased or decreased, from time to time, by action of the shareholders, but shall never be less than one (1). The names and addresses of the initial directors comprising the first Board of Directors of this corporation are as follows:

MICHAEL WJNZKOWSKJ
3089 Enisglen Drive
Palm Harbor, Florida 34683

JAMES MARVIN
3089 Enisglen Drive
Palm Harbor, Florida 34683

Article 8
Incorporators

The name and address of the person signing these Articles of Incorporation as the incorporator are:

MICHAEL WJNZKOWSKJ
3089 Enisglen Drive
Palm Harbor, Florida 34683

Article 9
Bylaws

The initial bylaws shall be adopted by the Board of Directors. The power to alter, amend, and repeal the bylaws, and the power to adopt new bylaws, shall be vested in the Board of Directors, subject, however, to repeal or change by action of the shareholders. Unless otherwise provided in a bylaw adopted by action of the

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MARKETING WORLDWIDE, INC
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shareholders, the Board of Directors shall not have the power or authority to amend or repeal any bylaw adopted by the shareholders.

Article 10
Amendment

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to these Articles of Incorporation, and any right conferred upon the shareholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on October 15 1997.



MICHAEL WINZKOWSKI
Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MARKETING WORLDWIDE, INC.

REGISTERED AGENT

Acceptance and Acknowledgment

I hereby accept appointment as registered agent. I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and am familiar with and accept the obligations of Section 607.0505, FLORIDA STATUTES.

Dated: Oct. 15th 1997.



MICHAEL WINZKOWSKI
Registered Agent