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FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 31, 1997

Florida Department of State
Division of Corporations
New Filings Department
P.O. Box 6327
Tallahassee, Florida 32314

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-11/04/97--01004--004
*****70.00 *****70.00

Re: Apex Marketing & Consulting, Inc.
Articles of Incorporation

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the executed Articles of Incorporation for Apex Marketing & Consulting, Inc. I am also enclosing a check in the amount of \$70.00 for payment of the filing fee.

Please file the original Articles and return the date stamped copy back to this office in the enclosed self-addressed, stamped envelope.

If you have any questions, please do not hesitate to contact my office.

Sincerely,



James E. Johnson II

JEJ
enclosures

P. Hall

NOV - 5 1997

ARTICLES OF INCORPORATION
OF
APEX MARKETING & CONSULTING, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person, competent to contract, and hereby forms a Corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation shall be **APEX MARKETING & CONSULTING, INC.**

ARTICLE II - NATURE OF BUSINESS

The purpose of this Corporation is to engage in every aspect of research and development and eventual construction of "a better Mouse Trap", specifically the invention of various devices and modern day conveniences in a more efficient, usable and suitable form that improves upon their current utilization, including the manufacture, promotion and distribution of these devices to the public, and engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is 100 shares of common stock, each share having \$.10 par value per share.

ARTICLE IV - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the original registered office of this corporation shall be 1555 East Bay Drive, Largo, FL 33761, and the name of the initial registered agent of this Corporation at that address is Larry Berman.

ARTICLE VI - DIRECTORS

The number of Directors may be increased from time to time in the manner set forth in the By-Laws, but the number of Directors shall never be less than one (1).

ARTICLE VII - INITIAL DIRECTORS

The name and street address of the first Board of Directors who shall hold office until their successors are elected or appointed and have qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Larry Berman Chairman	1555 East Bay Drive, Largo, FL 33761
Brian E. Johnson	7190 Seminole Blvd., Seminole, FL 33772

The persons named as Directors of the Corporation are of full age and residents of the United States.

ARTICLES VIII - INITIAL OFFICERS

The Corporation's initial officers shall be as follows:

<u>NAME</u>		<u>ADDRESS</u>
Larry Berman	President	1555 East Bay Drive,
	Sec/Treas	Largo, FL 33761

Brian E. Johnson General Counsel 7190 Seminole Blvd.,
Seminole, FL 33772

ARTICLE IX - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is Larry Berman, whose address is 1555 East Bay Drive, Largo, FL 33761.


ARTICLE X - BY-LAWS

The initial By-Laws of the Corporation shall be adopted by the Board of Directors at the organizational meeting; thereafter the power to adopt, alter, amend or repeal the By-Laws shall be vested in the Shareholders of the Corporation.

ARTICLE XI - PRINCIPAL OFFICE

The principal office of this Corporation shall be 1555 East Bay Drive, Largo, FL 33761.

IN WITNESS WHEREOF, we have hereunto set our hands and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 31 day of October, 1997.

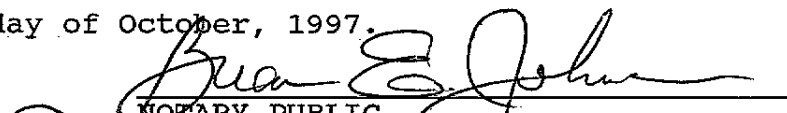
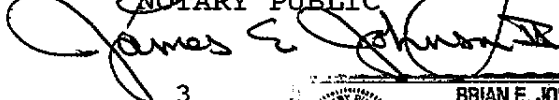

Larry Berman, President

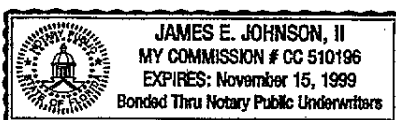
STATE OF FLORIDA)
COUNTY OF Pinellas)

BEFORE ME, the undersigned authority, personally appeared Larry Berman, who ~~provided~~ personally known to me as ~~identification~~ and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

Witness my hand and official seal in the County and State of named above this 31st day of October, 1997.

My Commission Expires:


NOTARY PUBLIC




FILED

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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.

Larry Berman, President

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted in compliance with said Act:

That Apex Marketing & Consulting, Inc., desiring to
organize under the laws of the State of Florida with its principal
office, as indicated in the Articles of Incorporation at City of
Largo, County of Pinellas, State of Florida, has named Larry
Berman, located at 1555 East Bay Drive, Largo, FL 33761, as its
agent to accept service of process within this State.

ACKNOWLEDGMENT:

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



Larry Berman
as Registered Agent