

P97000096004

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Absolute Marketing
Services, Inc.

200002342452--4
-11/10/97-01042-009
****122.75 ****122.75

Signature

Requested by:

Name Cher Date 11.10 Time 1033

Walk-In

Will Pick Up

☒ Art of Inc. File

☐ LTD Partnership File

☐ Foreign Corp. File

☐ L.C. File

☐ Fictitious Name File

☐ Trade/Service Mark

☐ Merger File

☐ Art. of Amend. File

☐ RA Resignation

☐ Dissolution / Withdrawal

☐ Annual Report / Reinstatement

☒ Cert. Copy

☐ Photo Copy

☐ Certificate of Good Standing

☐ Certificate of Status

☐ Certificate of Fictitious Name

☐ Corp Record Search

☐ Officer Search

☐ Fictitious Search

☐ Fictitious Owner Search

☐ Vehicle Search

☐ Driving Record

☐ UCC 1 or 3 File

☐ UCC 11 Search

☐ UCC 11 Retrieval

☐ Courier

FILED
97 NOV 13 PM 2:15
TALLAHASSEE, FLORIDA

97 NOV 10 AM 10:06
TALLAHASSEE, FLORIDA

97 11-10-97

ARTICLES OF INCORPORATION
OF
ABSOLUTE MARKETING SERVICES, INC.

FILED
97 NOV 10 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator pursuant to Chapter 607 of the Florida Statutes, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of this Corporation is **ABSOLUTE MARKETING SERVICES, INC.**

ARTICLE II. DURATION

The period of its duration is perpetual, beginning from the date these Articles are filed with the State of Florida, Secretary of State.

ARTICLE III. PURPOSE

The general purpose of the business to be transacted by this Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida, and to effectuate such purposes it may act in any capacity including as an agent or attorney-in-fact for any person or entity.

ARTICLE IV. CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of common stock, all of one class, with a par value of \$1.00 per share, which will all be designated "common shares".

ARTICLE V. PREEMPTIVE RIGHTS

A. Each of the shareholders agrees not to sell, transfer, pledge, assign or otherwise in any way dispose of his or her shares unless and until he or she shall have offered to sell his or her shares to the other shareholders at a fair and reasonable price.

Articles of Incorporation of
ABSOLUTE MARKETING SERVICES, INC.

Page 2

B. All additional shares of common stock issued by the Corporation will be subject to the same restrictions regarding transferability as the initial stock.

C. The holders of common shares will be entitled to purchase newly issued stock proportionate to their respective holdings prior to the stock being offered to outside subscribers.

**ARTICLE VI. INITIAL PRINCIPAL OFFICE
AND MAILING ADDRESS OF CORPORATION**

The street address of the initial principal office of this Corporation is 380 Golf Brook Circle, Suite 100, Longwood, Florida 32779.

The initial mailing address of this Corporation is 380 Golf Brook Circle, Suite 100, Longwood, Florida 32779.

**ARTICLE VII. INITIAL REGISTERED AGENT
OF CORPORATION AND ADDRESS OF REGISTERED AGENT**

The name of the initial registered agent of this Corporation is FREDERICK E. NASSIF and the address of this initial Registered Agent is 380 Golf Brook Circle, Suite 100, Longwood, Florida 32779.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This Corporation will have one (1) director initially. The number of directors may either be increased or diminished from time to time by the Bylaws but will never be less than one (1). The name and address of the initial director of this Corporation is:

Frederick E. Nassif
380 Golf Brook Circle, Suite 100
Longwood, Florida 32779.

Articles of Incorporation of
ABSOLUTE MARKETING SERVICES, INC.

Page 3

ARTICLE IX. INCORPORATOR

The name and address of the person signing these Articles as Incorporator is:

Frederick E. Nassif
380 Golf Brook Circle, Suite 100
Longwood, Florida 32779.

ARTICLE X. BYLAWS

The power to adopt, alter, amend or repeal Bylaws will be vested in the Board of Directors and the shareholders.

ARTICLE XI. MANAGEMENT BY SHAREHOLDERS

All corporate powers will be exercised by or under the authority of, and the business affairs of this Corporation will be managed under the direction of, the shareholders of this Corporation.

DATED: November 5, 1997.


FREDERICK E. NASSIF, Incorporator

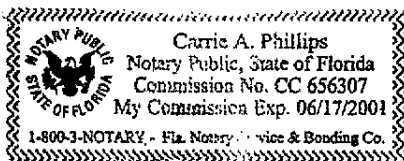
STATE OF FLORIDA
COUNTY OF Orange

The foregoing instrument was acknowledged before me this 5th day of November, 1997, by FREDERICK E. NASSIF, who is described as Incorporator, and who

Articles of Incorporation of
ABSOLUTE MARKETING SERVICES, INC.

Page 4

executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to such Articles of Incorporation for the purposes therein described.



Carrie A. Phillips
(Signature of Notary Public - State Florida)

Carrie A. Phillips
(Print, Type, or Stamp Commissioned Name of Notary Public)

Personally Known X OR Produced Identification _____

Type of Identification Produced _____

ACCEPTANCE OF DUTIES OF REGISTERED AGENT

I HEREBY ACCEPT the designation, duties, and responsibilities as REGISTERED AGENT of **ABSOLUTE MARKETING SERVICES, INC.**, and agree to comply with all provisions of the Florida Statutes, and/or any other applicable laws related thereto.

FREDERICK E. NASSIF
Registered Agent

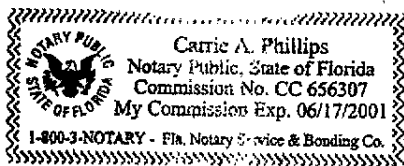
STATE OF FLORIDA
COUNTY OF Orange

The foregoing instrument was acknowledged before me this 5th day of November 1997, by FREDERICK E. NASSIF, described as the REGISTERED AGENT for **ABSOLUTE**

Articles of Incorporation of
ABSOLUTE MARKETING SERVICES, INC.

Page 5

MARKETING SERVICES, INC., and who executed the foregoing designation as REGISTERED AGENT for the purposes therein expressed.



Carrie A. Phillips
(Signature of Notary Public - State Florida)

Carrie A. Phillips
(Print, Type, or Stamp Commissioned Name of Notary Public)

Personally Known X OR Produced Identification _____

Type of Identification Produced _____

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SECRETARY OF STATE
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