

CAPITAL CONNECTION, INC.

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 NOV 13 AM 11:59

P97000096799

Genesis Marketing Services, Inc.

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-11/12/97--01051--026
****122.50 ****122.50

- ☒ 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 _____

Signature _____

Requested by: Cher 11.12 1050
Name Date Time

Walk-In _____ Will Pick Up _____

RP
11-13-97



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 12, 1997

CAPITAL CONNECTION, INC.
417 E. VIRGINIA ST.
STE. 1
TALLAHASSEE, FL 32301

SUBJECT: STRATEGIC MARKETING, INC.
Ref. Number: W97000025579

We have received your document for STRATEGIC MARKETING, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Randall Purintun
Document Specialist

Letter Number: 697A00054369

ARTICLES OF INCORPORATION

OF

GENESIS MARKETING RESOURCES, INC.

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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 GENESIS MARKETING RESOURCES, 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, without any stated par value, 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.

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 2501 N. Orange Ave., Suite 111, Orlando, Florida 32804.

The initial mailing address of this Corporation is 2501 N. Orange Ave., Suite 111, Orlando, Florida 32804.

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

The name of the initial registered agent of this Corporation is JEFFREY M. VIGH, and the address of this initial Registered Agent is 2501 N. Orange Ave., Suite 111, Orlando, Florida 32804.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This Corporation will have two (2) directors 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 directors of this Corporation are:

Roy M. Ambinder
2501 N. Orange Ave.
Suite 111
Orlando, Florida 32804

Jeffrey M. Vigh
2501 N. Orange Ave.
Suite 111
Orlando, Florida 32804

ARTICLE IX. INCORPORATOR

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

Roy M. Ambinder
2501 N. Orange Ave.
Suite 111
Orlando, Florida 32804

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.

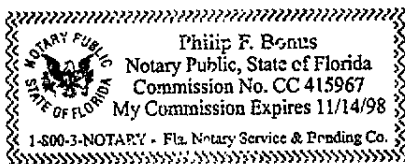
DATED: November 10, 1997.



ROY M. AMBINDER, Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 10 day of November, 1997, by ROY M. AMBINDER, who is described as Incorporator, and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to such Articles of Incorporation for the purposes therein described.





(Signature of Notary Public - State Florida)

(Print, Type, or Stamp Commissioned Name of Notary Public)


Personally Known ☒ OR Produced Identification _____
Type of Identification Produced _____

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DIVISION OF CORPORATIONS

ACCEPTANCE OF DUTIES OF REGISTERED AGENT

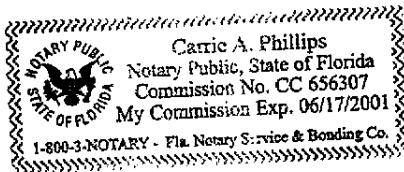
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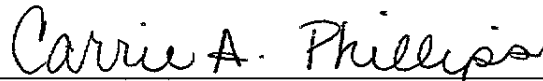
I HEREBY ACCEPT the designation, duties, and responsibilities as REGISTERED AGENT for
GENESIS MARKETING RESOURCES, INC., and agree to comply with all provisions of the Florida
Statutes, and/or any other applicable laws related thereto.


JEFFREY M. VIGH
Registered Agent

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 10th day of November, 1997,
by JEFFREY M. VIGH, described as the REGISTERED AGENT for GENESIS MARKETING RESOURCES,
INC., and who executed the foregoing designation as REGISTERED AGENT for the purposes
therein expressed.





(Signature of Notary Public - State Florida)

(Print, Type, or Stamp Commissioned Name of Notary Public)

Personally Known _____ OR Produced Identification X

Type of Identification Produced FL. ID # V200-433-57-050-0