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LAW OFFICES  
STUART G. REINFELD  
SUITE 203  
8320 WEST SUNRISE BOULEVARD  
PLANTATION, FLORIDA 33322

STUART G. REINFELD, LL.M., J.D.

BROWARD (954) 370-2205  
FAX (954) 370-7488

December 4, 1997

VIA FEDERAL EXPRESS

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

800002364128--7  
-12/05/97--01025--014  
\*\*\*\*122.50 \*\*\*\*122.50

Re: National Association of Allied Marketers, Inc.

Gentlemen:

I am enclosing herewith an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following:

Filing fee	\$ 35.00
Certified copy	\$ 52.50
Registered agent fee	\$ 35.00
Total	\$122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Very truly yours,

*Linda Ruddy*

LINDA RUDDY  
Legal Assistant

lsr  
Enclosures  
cc: Mr. Cherry

FILED  
97 DEC -5 AM 8:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. REGISTER DEC 9 1997

FILED

97 DEC -5 AM 8:16

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

NATIONAL ASSOCIATION OF ALLIED MARKETERS, INC.

ARTICLE I - NAME

The name of this Corporation is NATIONAL ASSOCIATION OF ALLIED MARKETERS, INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing upon filing of these Articles.

ARTICLE III - PURPOSE

This Corporation may engage in or transact any or all lawful activities of businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Hundred (100) shares of One (\$1.00) Dollar par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 8320 West Sunrise Boulevard - Suite 203, Plantation, Florida 33322 and the name of the initial registered agent of this corporation at that address is Stuart G. Reinfield.

ARTICLE VII - INITIAL MAILING ADDRESS

The initial mailing address of this corporation is:

7124 Nob Hill Road  
Tamarac, FL 33321

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this Corporation are:

RONALD M. CHERRY  
1874 N.W. 124<sup>th</sup> Way  
Coral Springs, FL 33071

Lawrence E. Mann  
7730 Newport Lane  
Parkland, FL 33067

ARTICLE IX - INCORPORATOR

The name and address of the incorporator signing these Articles is:

STUART G. REINFELD  
8320 W. Sunrise Blvd. - Suite 203  
Plantation, FL 33322

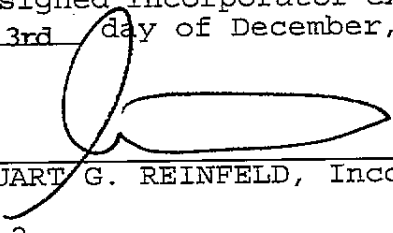
ARTICLE X - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders are subject to this reservation.

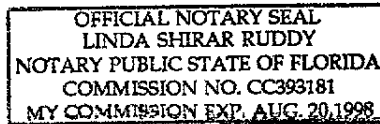
IN WITNESS WHEREOF, the undersigned Incorporator executed these Articles of Incorporation this 3rd day of December, 1997

  
STUART G. REINFELD, Incorporator

STATE OF FLORIDA       )  
                                  SS  
COUNTY OF BROWARD    )

The foregoing instrument was acknowledged before me this  
3rd day of December, 1997, by STUART G. REINFELD, who is  
personally known to be or who has produced a driver's license as  
identification.

Linda Shirar Ruddy  
NOTARY PUBLIC, STATE OF FLORIDA

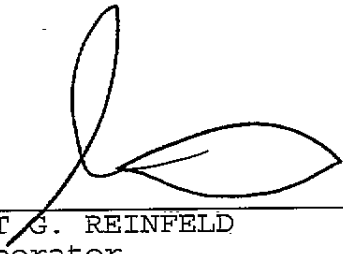


DESIGNATION OF REGISTERED AGENT  
FOR  
NATIONAL ASSOCIATION OF ALLIED MARKETERS, INC.

**FILED**  
97 DEC -5 AM 8:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes, desiring to organize and qualify under the laws of the State of Florida, hereby names Stuart G. Reinfeld, Esquire located at 8320 West Sunrise Blvd. - Suite 203, Plantation, FL 33322 as its agent to accept service of process within Florida.


DATED: December 3, 1997

  
\_\_\_\_\_  
STUART G. REINFELD  
Incorporator

ACCEPTANCE

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: December 3, 1997

  
\_\_\_\_\_  
STUART G. REINFELD  
Registered Agent