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5405 Diplomat Cir., Ste. 201
Orlando, Florida 32810

THE CENTER FOR PROFESSIONAL LEGAL SERVICES
A Private, Full Service Law Firm

Phone (407) 647-7887
Facsimile (407) 647-5396

December 24, 1997

Secretary of State
Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

EFFECTIVE DATE
1-1-98

400002383424--1
-12/26/97--01076--007
****70.00 ****70.00

Re: Diversified Marketing, Inc. - Effective January 1, 1998

Dear Sir or Madam:

Enclosed for filing is the original and a copy of the Articles of Incorporation of Diversified Marketing, Inc. and a check for $70.00 to cover the filing fee.

The incorporation of this Corporation is to be effective on January 1, 1998 as provided in Article V of the Articles of Incorporation.

Please file the Articles of Incorporation effective January 1, 1998 and return the copy marked as filed to the undersigned.

If you have any questions, please call me collect.

Sincerely,

Richard D. Baxter, Esq.

FILED
97 DEC 26 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

cc: Mr. George P. Shepherd

ML 12/29/97

EFFECTIVE DATE
1-1-98

FILED
97 DEC 26 AM 10: 48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

DIVERSIFIED MARKETING, INC.

The undersigned Incorporator, a natural person competent to contract, hereby subscribes to and adopts these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

ARTICLE I
CORPORATE NAME

The name of this Corporation shall be:

DIVERSIFIED MARKETING, INC.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is: 6344 Raleigh Street, #1112, Orlando, Florida 32835.

ARTICLE III
NATURE OF CORPORATE BUSINESS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time shall be ten thousand (10,000) shares of common stock having a par value of ten ($0.10) cents per share.

ARTICLE V
TERM OF EXISTENCE

This Corporation shall have perpetual existence. The date and time of the commencement of corporate existence is January 1, 1998 at 12:01 a.m.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The address of the initial Registered Office of this Corporation is: 5405 Diplomat Circle, Suite 201, Orlando, FL 32810. The name of the initial Registered Agent of this Corporation at that address is Richard D. Baxter.

ARTICLE VII
BOARD OF DIRECTORS

The business of this Corporation shall be managed by its Board of Directors. The initial Board of Directors shall consist of one (1) member. The name and street address of the member of the first Board of Directors is:

George P. Shepherd
6344 Raleigh Street, #1112
Orlando, Florida 32835

The member of the First Board of Directors shall hold office until his successor is elected and qualified as provided in the Bylaws of this Corporation. The number of Directors of this Corporation set forth in these Articles of Incorporation shall be the authorized number of Directors until that number is changed by or in accordance with the Bylaws of this Corporation.

ARTICLE VIII
INCORPORATOR

The name of the person signing these Articles of Incorporation as the Incorporator is Richard D. Baxter and his street address is: 5405 Diplomat Circle, Suite 201, Orlando, FL 32810.

ARTICLE IX
INDEMNIFICATION

This Corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law either now or hereafter, including, but not limited to, Section 607.0850 of the Florida Statutes.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, have executed these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 24th day of December, 1997.

Richard D. Baxter, Incorporator

DIVERSIFIED MARKETING, INC.
Certificate Of Designation Of
Registered Agent And Registered Office

Pursuant to the provisions of Section 607.0501 of the Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office and Registered Agent of the Corporation in the State of Florida:

1. The name of the Corporation is: Diversified Marketing, Inc.

2. The name and address of the Registered Agent and Registered Office of the Corporation is: Richard D. Baxter, 5405 Diplomat Circle, Suite 201, Orlando, FL 32810.

Diversified Marketing, Inc.

By: ______________________
Richard D. Baxter, Incorporator

Acceptance By Registered Agent

Having been named the Registered Agent of Diversified Marketing, Inc., the above stated Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, including Florida Statutes Section 607.0505, and I am familiar with and accept the obligations of my position as Registered Agent.

____
Richard D. Baxter, Registered Agent
Dated: December 24, 1997

FILED
97 DEC 26 AM 10: 48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA