

P98000001644

Karry M. "Mac" Parsons
604 Southwood Cove
Brandon, FL 33511

January 2, 1998

Corporate Records Bureau
Division of Corporations, Department of State
P.O. Box 6327
Tallahassee, FL 32301

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-01/05/98--01049--022
****122.50 ****122.50

RE: MVP Marketing, Inc.

Gentlemen:

Enclosed is a Certificate of Incorporation for the above named corporation,
together with a check in the amount of \$122.50 to cover the cost.

Please file the Certificate of Incorporation and return a certified copy to the
undersigned at the above referenced address.

Sincerely,

Karry M. Parsons
Karry M. Parsons

Enclosures

FILED
98 JAN -5 AM 8:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
1-8-98

**ARTICLES OF INCORPORATION
OF
MVP Marketing, Inc.**

FILED
8 JAN -5 AM 8:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned subscriber, a natural person, competent to contract hereby form a corporation for profit under the provisions of Chapter 607, Florida Statutes, and do hereby adopt the following Articles of Incorporation as the Charter of the Corporation.

I. NAME

The name of the corporation shall be:

MVP Marketing, Inc.

II. TERM OF EXISTENCE

The corporation shall have perpetual existence, unless sooner dissolved pursuant to the provisions of Florida Statutes, Chapter 607.

III. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is manufacturers representation. The corporation may engage in any activity or business permitted under the laws of the United States of America, and of the State of Florida, including, but not limited to dealing in real, personal, or mixed property of any kind or description; dealing in stocks, bonds, mortgages, securities, notes and commercial papers of any kind; to purchase, hold, sell and transfer shares of its own capital stock, provided that the corporation shall not purchase its own shares of capital stock except from a surplus of its assets over its liabilities including capital.

VIII. SUBSCRIBER

The name and street address of the subscriber of these Articles of Incorporation is:

Karry M. Parsons

604 Southwood Cove Brandon, FL

IX. SALE OF STOCK

The stockholders may by law provisions or by stockholders agreement recorded in the minute book, impose such restrictions upon sale, transfer, or encumbrance of the stock of this corporation as they see fit.

X. COMPENSATION

The directors, who are also officer of the corporation, are authorized to fix compensation for their services to be rendered as such officers.

XI. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved at a stockholders meeting by a majority of the stockholders entitled to vote thereon.

IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time shall be as follows: One Thousand (1,000) shares of common stock having par value of ONE (\$1.00) DOLLAR per share.

V. ADDRESS

The initial address of this corporation as its principal office in the state of Florida is:

604 Southwood Cove
Brandon, Florida 33511

VI. DIRECTORS

The number of directors of this corporation shall not be less than one (1) nor more than seven (7).

VII. INITIAL DIRECTORS

The names and street addresses of the first Board of Directors are:

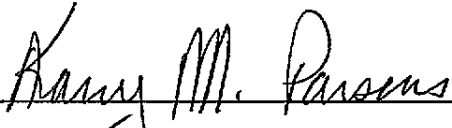
<u>NAME</u>	<u>ADDRESS</u>
Karry M. Parsons	604 Southwood Cove Brandon, FL
Mary V. Parsons	604 Southwood Cove Brandon, FL

All of said directors are of full age.

XII. DESIGNATION OF RESIDENT AGENT

In pursuance of Chapter 48-091 Florida Statutes, Karry M. Parsons, whose address is at 604 Southwood Cove, Brandon, FL 33511, is appointed resident agent of this corporation to accept service within this State.

IN WITNESS WHEREOF, the undersigned subscriber does hereby set his hand and seal this 2nd day of January, 1998.



Karry M. Parsons

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48-091, Florida Statutes, the following is submitted, in compliance with said Act;

First - MVP Marketing, Inc. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the city of Brandon, County of Hillsborough, State of Florida has named Karry M. Parsons, located at 604 Southwood Cove, Brandon, FL 33511, its agent to accept service of process within the state.

ACKNOWLEDGMENT:

Having been named to accept service 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.

Karry M. Parsons
Karry M. Parsons

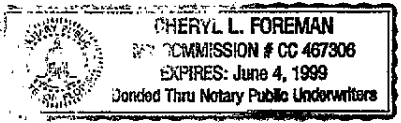
**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

FILED
98 JAN -5 AM 8:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, personally appeared Karry M. Parsons, to me well known to be the individual, or who showed me _____ as a form of identification and acknowledged before me that he executed the same for the purposes therein expressed.

Witness my hand and official seal in the county and state named above this 2nd day of January, 1998.

Cheryl L. Foreman
Notary Public, State of Florida at Large.
Cheryl L. Foreman



My commission expires: 6-4-99