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DAVID R. ELLIS  
ATTORNEY AT LAW

BAY PROFESSIONAL CENTER  
3233 EAST BAY DRIVE  
LARGO, FLORIDA 33771  
TEL. (813) 531-1111  
FAX (813) 531-5088  
PATENT COUNSEL:  
JOSEPH C. MASON JR.

COMPUTER LAW  
CORPORATION AND  
BUSINESS LAW  
COPYRIGHTS & TRADEMARKS  
LICENSING & FRANCHISING  
ENTERTAINMENT LAW  
CONTRACT LAW

January 15, 1998

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

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-01/20/98--01038--006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: METROPOLITAN MARKETING, INC.

Dear Madam:

Enclosed are the original and one copy of the Articles of Incorporation for the above-captioned Florida Corporation. Also enclosed is a check in the amount of \$70.00 representing payment of the following:

Filing Fee:	\$35.00
Registered Agent Fee:	\$35.00

Please file the enclosed Articles of Incorporation and return a copy stamped filed to the undersigned.

Thank you for your courtesies in this matter.

Very truly yours,

*David R. Ellis*

David R. Ellis

DRE:jm

Enclosures

*DRE*  
*1-21-98*

FILED  
98 JAN 20 AM 10:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
METROPOLITAN MARKETING, INC.

**FILED**  
98 JAN 20 AM 10:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby undertakes to form a Corporation for Profit under the Laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation shall be:  
METROPOLITAN MARKETING, INC.

ARTICLE II - NATURE OF BUSINESS

The general character or nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is: 10,000 shares of common stock with a par value of \$1.00 per share.

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is to be:

475 Bluffview Drive  
Pinellas County  
Belleair Bluffs, Florida 33770

and the name of the initial registered and resident agent of this Corporation at that address is Daniel Katzman.

ARTICLE V - ADDRESS

The initial street address of the principal office of the Corporation is to be:

475 Bluffview Drive  
Pinellas County  
Belleair Bluffs, Florida 33770

The Board of Directors may from time to time designate such other address and place for the principal office of this Corporation as it may see fit.

ARTICLE VI - DIRECTORS

The name and street address of the first Board of Directors who shall hold office until their successors are elected and have qualified are as follows:

Daniel Katzman  
475 Bluffview Drive  
Belleair Bluffs, Florida 33770

ARTICLE VII - INCORPORATOR

The name and street address of the Incorporator of these Articles are as follows:

Daniel Katzman  
475 Bluffview Drive  
Belleair Bluffs, Florida 33770

ARTICLE VIII - EFFECTIVE DATE

These Articles of Incorporation shall be effective upon receipt by the Secretary of State's office.

ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

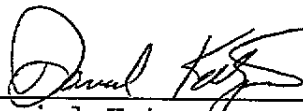
IN WITNESS WHEREOF, the undersigned Incorporator of this Corporation has executed these Articles of Incorporation on January 15, 1998.

  
\_\_\_\_\_  
Daniel Katzman

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at the place designated in the Articles of Incorporation, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

Date: 1/15/98

  
Daniel Katzman

FILED  
98 JAN 20 AM 10:18  
TALLAHASSEE  
SECRETARY OF STATE  
FLORIDA