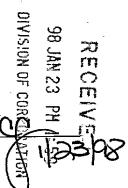
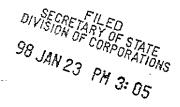
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THE UNITED STATES **CORPORATION** ACCOUNT NO. : 072100000032 669331 REFERENCE : COST LIMIT : ORDER DATE: January 14, 1998 ORDER TIME: 11:28 AM ORDER NO. : 669331-005 CUSTOMER NO: 108710A 800002410618--1 Leonard N. Tarr, Esq CUSTOMER: LEONARD N. TARR, P.C. 100 Chestnut Lane Woodbury, NY 11797-1924 DOMESTIC FILING WAINRIGHT MARKETING & NAME: MANAGEMENT SYSTEMS, INC. EFFECTIVE DATE: XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP PLEASE RETURN THE FOLLOWING AS PROOF OF FILING: _ CERTIFIED COPY PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jon A Bowling EXAMINER'S INITIALS:





ARTICLES OF INCORPORATION

OF

WAINRIGHT MARKETING & MANAGEMENT SYSTEMS, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

WAINRIGHT MARKETING & MANAGEMENT SYSTEMS, INC.

The address of the principal office of this corporation

shall be 3170 North Federal Highway, Suite 206A, Lighthouse

Point, Florida 33064, and the mailing address of the corporation

shall be the same.

ARTICLE II. NATURE OF BUSINESS

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

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 3170 North Federal Highway, Suite 206A, Lighthouse Point, Florida 33064, and the name of the initial registered agent of the corporation at that address is Randy Youngswick.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors is:

Randy Youngswick 3170 North Federal Highway, Suite 206A Dir. Lighthouse Point, Florida 33064

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

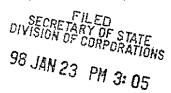
Corporation Service Company 1201 Hays Street Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of
Corporation Service Company, has hereunto set their hand
and seal of Corporation Service Company on January 23, 1998.

CORPORATION SERVICE COMPANY

Its Agent, Karen B. Rozar

LMI/JBG



ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN THE ARTICLES OF INCORPORATION

Randy Youngswick, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

WAINRIGHT MARKETING & MANAGEMENT SYSTEMS, INC.

Randy Youngswick is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Typed Name: Randy Youngswick