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ODYSI INTERNATIONAL INCORPORATED

12480 NORTHWEST 15TH STREET, SUITE 301

SUNRISE, FLORIDA 33323

(954) 858-1721

FAX: (954) 858-1748

954-253-8351-Mobile

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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January 21, 1998

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, Florida 32399

RE: Articles of Incorporation

Dear Sir or Madam:

I am enclosing an original and one copy of Articles of Incorporation for the above named Corporation. In addition, a check for \$131.25 is enclosed which represents the following: \$35.00 for Filing Fee, \$35.00 for designation of Registered Agent, \$52.50 for a Certified Copy, and \$8.75 for a Certificate Under Seal.

Thank you in advance for your attention to this matter.

Sincerely,


Kwanza C. Clay
Registered Agent

Kwanza Clay GAVE

AUTHORIZATION BY PHONE TO

CORRECT

add acceptance

DATE

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P. Hall
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ARTICLES OF INCORPORATION

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ODYSI INTERNATIONAL INCORPORATED

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

I.

The name of the corporation is ODYSI INTERNATIONAL INCORPORATED.

II.

The corporation has perpetual duration.

III.

The general nature of the business or business to be transacted by the Corporation is as follows:

1. The object of the Corporation is pecuniary gain to itself and its shareholders.
2. The general nature of the business to be transacted by the Corporation is to manufacture, produce, purchase or otherwise acquire, sell import, export, distribute and deal in goods, wares, services, merchandise and materials of any kind and description.
3. To provide marketing, advertising, public relations, special events and promotional services to individuals and corporations.
4. To invest its funds in real estate, mortgages, stocks, bonds, or other types of investments agreed upon by the Board of Directors.
5. The foregoing purposes and activities will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting the Corporation from engaging in any lawful act or activity for which a Corporation may be organized under the General Corporation Law of Florida. Nor shall it prohibit the Corporation from extending its activities to any related or otherwise permissible lawful business purposes which may become necessary, profitable or desirable for the furtherance of the corporate objectives expressed above.

IV.

The number of shares the corporation is authorized to issue and have out standing at any one time is 1000 shares of common stock, having a par value of \$1.00 per share.

V.

The street address of the initial registered office of the corporation is 12480 Northwest Fifteenth Street, Suite 301, Sunrise, Broward County, Florida 33323, and the initial registered agent of the corporation at such address is Kwanza C. Clay.

VI.

The mailing address of the initial principal office of the corporation is 12480 Northwest Fifteenth Street, Suite 301, Sunrise, Florida 33323, but the Corporation shall have the privilege of establishing branch offices elsewhere.

VII.

The initial Board of Directors shall consist of 2 (two) members, Eric C. Evans, its President and Chief Executive Officer, whose mailing address is 6 Gilbert Trail, Atlanta, Fulton County, Georgia, 30308, and

Kwanza C. Clay, its Vice President, Treasurer and Corporate Secretary, whose mailing address is 12480
Northwest Fifteenth Street, Suite 301, Sunrise, Broward County, Florida 33323.

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VIII.

The Board of Directors may, periodically, at its discretion, distribute a portion of the assets of the Corporation to its shareholders out of the capital surplus of the Corporation.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IX.

Stockholders of the Corporation shall have preemptive rights to purchase or subscribe to any additional shares of the capital stock of the Corporation. The Corporation and its stockholders shall have the first right to purchase shares of stock being offered for sale by other stockholders upon the terms and conditions set forth by the By-laws.

X.

All matters and concerns not provided for herein, may be provided for in the By-laws of the Corporation. All matters and concerns provided for here-in may be explained, extended, completed or otherwise provided for in the By-laws of the Corporation, provided however, that all By-laws inconsistent with these Articles of Incorporation are invalid.

XII.

The name and address of each incorporator is Eric C. Evans, 6 Gilbert Trail, Atlanta, Georgia 30308 and Kwanza C. Clay, 12480 Northwest Fifteenth Street, Suite 301, Sunrise, Florida 33323.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation, this 21st day of January, 1998.

I hereby accept the duties and responsibilities as registered agent.


Kwanza C. Clay
INCORPORATOR/REGISTERED AGENT