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February 3, 1998

VIA FEDERAL EXPRESS 803721014851

Florida Division of Corporations
Bureau of Corporation Records
409 East Gaines Street
Tallahassee, FL 32399

Re: F & H International Marketing, Inc.

EFFECTIVE DATE
1-30-98

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*****70.00 *****70.00

Dear Corporate Clerk:

Enclosed is an original and a copy of the Articles of Incorporation and the Designation of the office address and the Resident Agent for the above referenced corporation. Please file the Articles and forward one stamped in copy to my office as soon as possible. A check in the amount of \$70.00 is enclosed to cover the fees for the filing of the Articles and the Registered Agent designation.

Sincerely,


J. Steven Warner

JSW/fs
encl.

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98 FEB -4 AM 8:21
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

2-5-98
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EFFECTIVE DATE
1-30-98

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**ARTICLES OF INCORPORATION
OF
F & H INTERNATIONAL MARKETING, INC.**

Pursuant to the Florida Business Corporation Act, these Articles of Incorporation provide that:

I. NAME

The name of this corporation shall be:

F & H INTERNATIONAL MARKETING, INC.

II. COMMENCEMENT OF EXISTENCE

Corporate existence shall commence as of January 30, 1998.

III. TERM OF EXISTENCE

This corporation is to exist perpetually.

IV. NATURE OF BUSINESS

This corporation may engage in or transact 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.

V. CAPITAL STOCK

The aggregate number of shares of stock which this corporation is authorized to issue is 1000 shares of common stock. The par value of the shares is \$0.01.

VI. REGISTERED AGENT AND OFFICE

The initial registered office of the corporation shall be located at 5701 North Pine Island Road, Suite 320, Fort Lauderdale, Florida 33321. The initial registered agent for the corporation at that address shall be J. Steven Warner.

VII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the corporation is 5701 North Pine Island Road, Suite 320, Fort Lauderdale, Florida 33321.

VIII. INCORPORATOR


The name and address of the incorporator to these Articles of Incorporation is: J. Steven Warner, 5701 North Pine Island Road, Suite 320, Fort Lauderdale, Florida 33321.

IX. MANAGEMENT OF CORPORATE AFFAIRS

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action

was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.


IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in this February 3, 1998.


J. Steven Warner

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

In compliance with §48.091 of the Florida Statutes, the following is submitted:
THAT F & H International Marketing, Inc., desiring to organize or qualify as a for-profit corporation under the laws of the State of Florida, with its principal place of business at 5701 North Pine Island Road, Suite 320, Fort Lauderdale, Florida 33321, has named J. Steven Warner, 5701 North Pine Island Road, Suite 320, Fort Lauderdale, Florida 33321, as its agent to accept service of process within the State of Florida.

INCORPORATOR:



J. Steven Warner

Title: Incorporator

Date: February 3, 1998

HAVING BEEN named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



J. Steven Warner

Title: Registered Agent

Date: February 3, 1998

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TALLAHASSEE, FLORIDA