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Greentree Plaza II
3469 W. Boynton Beach Blvd.

Suite 18

Boynton Beach, FL 33436

Christine M. Horn, P.A.

ATTORNEY AT LAW

Telephone: (561) 736-2003

January 29, 1998

Secretary of State
Capitol Building
Tallahassee, FL 32304

Attention: Corporate Division

RE: ALTERNATIVE CHOICE MARKETING, INC.

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-02/05/98--01054--006

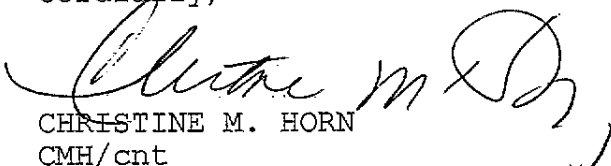
****122.50 ****122.50

Gentlemen/Ladies:

Please accept for filing the Articles of Incorporation and the Resident Agent form which designates the Resident Agent for the above-captioned corporation. Enclosed is my trust account check in the amount of \$122.50 to cover the fees.

Please return a certified copy of the Articles of Incorporation to the undersigned.

Cordially,


CHRISTINE M. HORN
CMH/cnt
Enc.

FILED
98 FEB -5 AM 10:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MARGIE GAVE
AUTHORIZATION BY PHONE TO
CORRECT CORP. SUFFIX
DATE 2-11-98
DOC. EXAM QN

QN 2-11-98

CERTIFICATE OF INCORPORATION
-of-
ALTERNATIVE CHOICE MARKETING, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is **ALTERNATIVE CHOICE MARKETING, INC.**

ARTICLE II. DURATION

The term of existence of the corporation is perpetual.

ARTICLE III. PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 1,000,000 all of which shall be common shares with par value of \$.01.

ARTICLE V. REGISTERED OFFICE

The street address of the initial registered office of the corporation is 5480 Courtney Circle, Boynton Beach FL 33437, Palm Beach County, Florida, and the name of the initial registered agent is **EMILY E. COMPITO**.

ARTICLE VI. DIRECTORS

The Board of Directors of the corporation shall consist of one member but may be increased or decreased by a resolution of the Board of Directors adopted in the manner provided in the By-laws of the corporation, provided that in no event shall the Board of Directors consist of less than one member.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The names and addresses of the Directors which constitute the first Board of Directors of the Corporation are:

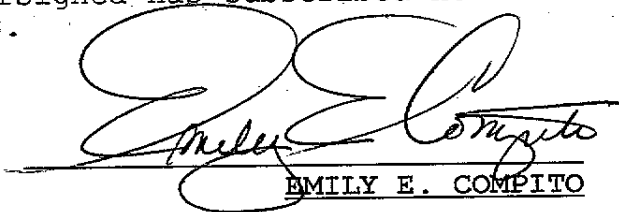
NAME	ADDRESS
EMILY E. COMPITO	5480 Courtney Circle Boynton Beach, FL 33437

ARTICLE VII. INCORPORATORS

The names and addresses of the incorporators of the corporation are:

NAME	ADDRESS
EMILY E. COMPITO	5480 Courtney Circle Boynton Beach, FL 33437

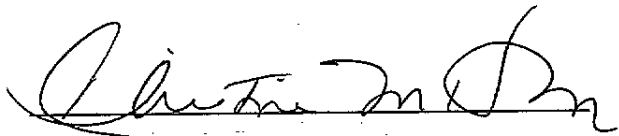
IN WITNESS WHEREOF, the undersigned has subscribed her name this 28 day of January, 1998.


EMILY E. COMPITO

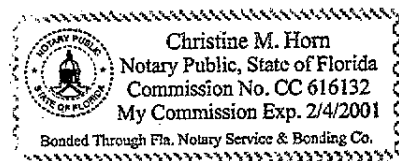
STATE OF FLORIDA)
 :\$
COUNTY OF PALM BEACH)

On this 28 day of January, 1998, before me, the undersigned officer, personally appeared EMILY E. COMPITO, who is (a) personally known to me to be the person whose name is subscribed to the within instrument, or (b) who produced a Florida driver's license as identification (No.:) and who took an oath and she acknowledged that she executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Notary Public, State of Florida,
at Large
Commission No.: _____
My Commission Expires: _____



STATE OF FLORIDA
SECRETARY OF STATE

Certificate Designating Place of Business or Domicile
for the Service of Process Within This State, Naming
Agent Upon Whom Process May Be Served and Names and
Addresses of the Officers and Directors.

ALTERNATIVE CHOICE MARKETING, Inc.

The following is submitted, in compliance with Chapter 48.091,
Florida Statutes:

ALTERNATIVE CHOICE MARKETING, a corporation organized under
the laws of the State of Florida, with its principal office at 5480
Courtney Circle, Boynton Beach, County of Palm Beach, State of
Florida, has named EMILY E. COMPITO, located at 5480 Courtney
Circle, Boynton Beach, FL 33437, Palm Beach County, as its agent
to accept service of process within this state.

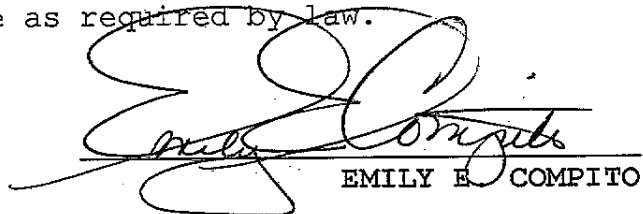
<u>OFFICERS</u>	<u>TITLES</u>	<u>SPECIFIC ADDRESS</u>
EMILY E. COMPITO	P/S/T	5480 Courtney Circle Boynton Beach, FL 33437

<u>DIRECTORS</u>	
EMILY E. COMPITO	5480 Courtney Circle Boynton Beach, FL 33437

ACCEPTANCE

I agree as Resident Agent to accept Service of Process: to
keep the office open during prescribed hours: to post my name (and
any other officers of said corporation authorized to accept service
of process at the above Florida designated address) in some
conspicuous place in the office as required by law.

DATED: 1/28, 1998


EMILY E. COMPITO

FILED
98 FEB -5 AM 10:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA