

Cloud Consulting, Inc.

311 South Calhoun Street, Suite 202X, Tallahassee, Florida 32301
Telephone (904) 224-2228 Facsimile (904) 224-5033

P92000/8347

February 25, 1998

Hand Delivered

Secretary of State
Bureau of Corporate Records
409 E. Gaines Street
Tallahassee, Florida 32314

000002440310--7
-02/25/98-01042--001
****132.50 ****132.25

Re: International Marketing Systems, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation prepared for the above named company. Also, enclosed is a check in the amount of \$132.50 check number 1945, to cover the cost of this filing.

Filing Fee	\$70.00
Certified Copy of Articles	\$52.50
Certificate of Status	<u>\$ 8.75</u>

Beginning date for this corporation is February 25, 1998. As soon as the certified copy is ready please have someone call our office and someone will pick it up.

Thank you for your attention in this matter.

Sincerely,

Wade Cloud, President
Cloud Consulting

WC/lde
Enclosure

*Call when ready
224-2228*

RECEIVED
9 FEB 25 AM 11:58
OFFICE OF CORPORATION
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

**ARTICLES OF INCORPORATION
OF
INTERNATIONAL MARKETING SYSTEMS, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

FILED
98 FEB 25 PM 2:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be:
INTERNATIONAL MARKETING SYSTEMS, INC.
The address of the principal office of this corporation shall be 1868 North University Drive, Suite 101, Plantation, Florida 33322, 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 State of Florida.

ARTICLE III CAPITOL STOCK

The maximum number of shares of stock that the corporation is authorized to issue or have outstanding at any one time is 1,000 shares of common stock or a par value of \$1.00 per share.

ARTICLE IV REGISTERED AGENT

The name and street address of the initial registered agent of the corporation shall be:

Cloud Consulting, Inc.
311 S. Calhoun Street, Suite 202X
Tallahassee, Florida 32301

ARTICLE V TERM OF EXISTENCE

The corporation's term of existence is perpetual.

ARTICLE VI OFFICERS

The name and address of the initial officer of the corporation who shall hold office for the first year of the corporation, or until a successor is elected or appointed is:

Michael Flax, President
2499 Banyon Road
Boca Raton, Florida 33432

ARTICLE VII BOARD OF DIRECTORS

The corporation shall have a initial Board of Directors consisting of one (1) person. The number of Directors may be increased or decreased from time by a resolution of the majority of the stockholders but shall never be less than one. The name and address of the initial Director of this corporation is:

Michael Flax
2499 Banyon Road
Boca Raton, Florida 33432

ARTICLE VIII INCORPORATORS

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

Cloud Consulting, Inc.
311 S. Calhoun Street, Suite 202X
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned incorporator has set their hand and seal this 25 day of February, 1998.

Robert Wade Cloud (Pres)

Cloud Consulting, Inc., Incorporator
By: Robert Wade Cloud

STATE OF FLORIDA)
COUNTY OF LEON)

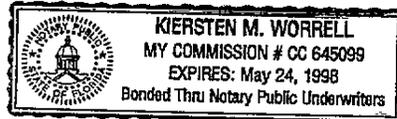
BEFORE ME, the undersigned authority, personally appeared ROBERT WADE CLOUD, who is to me well known to be person described in and who executed the foregoing Articles of Incorporation as the Incorporator, and that he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Tallahassee in the said County and State, this 25th day of February, 1998.

Kiersten M. Worrell

NOTARY PUBLIC

My Commission Expires:



**ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN ARTICLES OF INCORPORATION
OF CLOUD CONSULTING, INC.**

I, Robert Wade Cloud, having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, am familiar with and accept the obligations of the position of Registered Agent under Section 607.0505 of the Florida Statutes.



Robert Wade Cloud,
Registered Agent

STATE OF FLORIDA)
COUNTY OF LEON)

BEFORE ME, the undersigned authority, personally appeared, ROBERT WADE CLOUD, who is well known to me to be the person described in and who executed the foregoing Acceptance of Registered Agent Designated in Articles of Incorporation of Cloud Consulting, Inc., and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Tallahassee in the said County and State this 25th day of February, 1998.


Notary Public

FILED
FEB 25 PM 1:18
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

My Commission Expires

