

Charter Number Only

32344
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AMENDATION ONLY

Requestor's Name
Address
City State ZIP Phone

PBR

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CORPORATION(S) NAME

Merchants Marketing Corp

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Empire Toll Free: 1-800-432-3028

- Profit Amendment Merger
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- Reinstatement Reservation Change of Registered Agent
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ARTICLES OF INCORPORATION
of
MERCHANTS MARKETING CORP.

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TALLAHASSEE, FLORIDA

Article I.

Name

The name of the Corporation is Merchants Marketing Corp.

Article II.

Duration

The term of existence of the Corporation is perpetual.

Article III.

Purposes and Powers

This Corporation is formed for the purpose of engaging in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

Article IV.

Capital Stock

This Corporation is authorized to issue 1,000 shares of common stock with no par value.

Article V.

Principal Office and Mailing Address

The address of the principal office and the mailing address of the Corporation are 200 Martin Luther King Drive, Riviera Beach, FL 33404.

Article VI.

Registered Office

The street address of the initial registered office of the Corporation is 200 Dr. Martin Luther King Drive, Riviera Beach, FL 33404, and the name of the initial registered agent at that address is Maria Collier.

Article VII.

Board of Directors

This Corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be fewer than one. The names and addresses of the initial directors of this Corporation are:

Isabel Amengual
66 Bournefield
Charlotte Amalie
St. Thomas
U.S. Virgin Islands

Terry Collier
200 Dr. Martin Luther King Drive
Riviera Beach, FL 33404

Maria Collier
200 Dr. Martin Luther King Drive
Riviera Beach, FL 33404

Article VIII.

Incorporator

The name and address of the incorporator of this Corporation are as follows:

James A. Stuber, Attorney at Law
777 South Flagler Drive
Suite 800 West
West Palm Beach, FL 33401

Article IX.

Bylaws

The Bylaws of this Corporation are to be made and adopted by the Board of Directors, and may be amended by the Board of Directors as provided therein.

Article X.

Amendment

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them.

Article XI.

Indemnification and Civil Liability

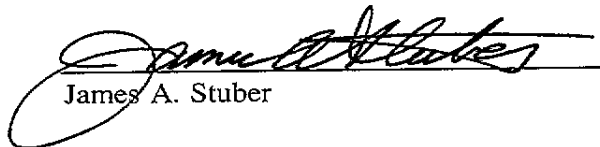
The Corporation shall indemnify each Director and Officer, including former Directors and Officers, to the fullest extent allowed by law.

Article XII.

Commencement of Existence

The Corporation shall be deemed to commence its existence on the date of filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporator has signed these Articles on March 30, 1998.

 _____, Incorporator
James A. Stuber

CERTIFICATE OF DESIGNATION AND
ACCEPTANCE BY REGISTERED AGENT

Having been named in the Articles of Incorporation of Merchants Marketing Corp. as registered agent for such corporation at the address indicated in the articles of incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Maria M. Collier
Maria Collier

3/30/98
Date

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TALLAHASSEE, FLORIDA