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P98000030791

March 30, 1998

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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-04/01/98--01053--019
***122.50 ***122.50

Re: Articles of Incorporation of Infinity Marketing Associates, Inc.

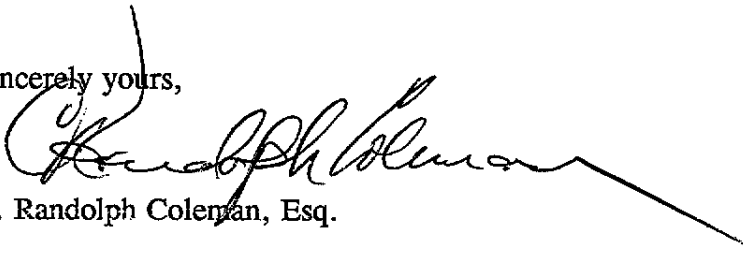
Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for a new corporation, Infinity Marketing Associates, Inc., together with your filing fee of \$122.50.

I would appreciate your filing same and returning a certified copy to the undersigned, together with the appropriate charter number.

Your assistance in this matter is greatly appreciated.

Sincerely yours,



C. Randolph Coleman, Esq.

CRC:pl
Enclosures

FILED
98 APR - 1 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5/13/98

**ARTICLES OF INCORPORATION
OF
INFINITY MARKETING ASSOCIATES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be INFINITY MARKETING ASSOCIATES, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Secretary of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This Corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 1000 no par value shares of common capital stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

Articles Of Incorporation of Infinity Marketing Associates, Inc.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions
Imposed By This Corporation's Articles Of Incorporation, A Copy
Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be one. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board of Directors are: John Craft

P.O. Box 1615
Ponte Vedra Beach, FL 32004

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

Articles Of Incorporation of Infinity Marketing Associates, Inc.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 9250 Baymeadows Road, Suite 230, Jacksonville, Florida 32256.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: C. Randolph Coleman.

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are: C. Randolph Coleman, 9250 Baymeadows Road, Suite 230, Jacksonville, Florida 32256.

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.


C. Randolph Coleman - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of INFINITY MARKETING ASSOCIATES, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for INFINITY MARKETING ASSOCIATES, INC.


C. Randolph Coleman - Registered Agent

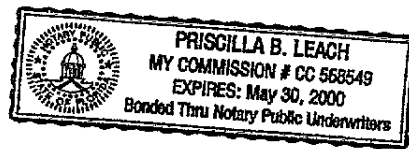
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98 APR -1 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles Of Incorporation of Infinity Marketing Associates, Inc.

State Of Florida
County Of Duval

On March 30, 1998 1998, C. Randolph Coleman, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of INFINITY MARKETING ASSOCIATES, INC.

Priscilla B. Leach
Notary Public



(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number:

(SEAL)

Articles Of Incorporation of Infinity Marketing Associates, Inc.