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LAW OFFICES

ENGLANDER & FISCHER, P.A.

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Post Office Box 47428
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May 4, 1998

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

100002512911--4
-05/06/98--01032--009
*****122.50 *****122.50

Re: Martin Edwards Group, Inc.

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation with reference to the above corporation, in duplicate, together with a check in the amount of \$122.50 to cover the minimum charter tax, filing, certified copy and registered agent fees.

Please file the original and return to me a certified copy of the same.
Thank you.

Sincerely,

LEONARD S. ENGLANDER

LSE/pag

Enclosures

FILED
98 MAY -6 AM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9N5-8-98

ARTICLES OF INCORPORATION

OF

**MARTIN EDWARDS GROUP, INC.
Florida corporation**

FILED
98 MAY -6 AM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

1.1. The name of the corporation is **MARTIN EDWARDS GROUP, INC.**

ARTICLE II

Duration

2.1 This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE III

Purpose

3.1 This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

Capital Stock

4.1 This corporation is authorized to issue 7500 shares of stock of \$1.00 par value common stock.

ARTICLE V

Preemptive Rights

5.1 Should the capital stock be increased at any time, the stockholders of each class at the time of such increase shall be entitled to a pro-rata share of such increase upon payment for the shares at the price at which the shares are offered to others.

ARTICLE VI

Initial Registered Office and Agent

6.1 The street address of the initial registered office of this corporation is 5959 Central Avenue, Suite 201, St. Petersburg, Florida 33710, and the name of the initial registered agent of this corporation is Leonard S. Englander, Esq.

ARTICLE VII

Principal Office and Mailing Address

7.1 The initial principal office of this corporation is located at 5959 Central Avenue, Suite 201, St. Petersburg, Florida 33710, and the corporation's initial mailing address shall be P.O. Box 47428 St. Petersburg, FL 33743-7428.

ARTICLE VIII

Initial Board of Directors

8.1 This corporation shall have one (1) director.

8.2 The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than one (1).

8.3 The name and address of the initial director of this corporation is:

LEONARD S. ENGLANDER
5959 CENTRAL AVENUE, SUITE 201
ST. PETERSBURG, FL 33710

ARTICLE IX

Incorporators

9.1 The name and address of the persons signing these Articles are the Corporation's existing shareholders:

LEONARD S. ENGLANDER

ARTICLE X

Indemnification


10.1 The corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

ARTICLE XI

Amendment

11.1 This corporation reserves the right to amend or repeal any provisions contained in these Articles, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on May 4, 1998.

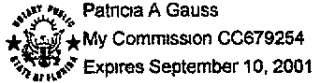


Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

THE FOREGOING instrument was acknowledged before me this 4 day of May, 1998, by LEONARD S. ENGLANDER, who is personally known to me or who

has produced n/a as identification and who did ~~(did)~~
~~not~~ take an oath.

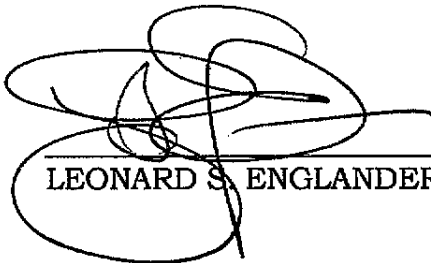


Patricia A. Gauss

Name:
NOTARY PUBLIC
State of Florida at Large (Seal)
Comm. No.:
My Commission Expires:

CONSENT OF REGISTERED AGENT

Having been named as Registered Agent for **MARTIN EDWARDS GROUP, INC.**, at the registered office designated in the Articles of Incorporation, the undersigned hereby accepts the designation of Registered Agent.



LEONARD S. ENGLANDER

STATE OF FLORIDA
COUNTY OF PINELLAS

SWORN TO AND SUBSCRIBED before me this 4 day of May, 1998, by
LEONARD S. ENGLANDER, who is personally known to me or who has produced
n/a as identification and who did take an oath.



Name:
NOTARY PUBLIC
State of Florida at Large (Seal)
Comm. No.:
My Commission Expires:

FILED
98 MAY -6 AM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA