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MAY 25  
~~April 10~~, 1998

Division of Corporations  
PO Box 6327  
Tallahassee, Florida 32314

RE: DOWNING MARKETING SOLUTIONS & more, INC.

Dear Sirs:

Enclosed please find the following documentation regarding the above-mentioned matter, to-wit:

1. ORIGINAL and one copy of Articles of Incorporation with Registered Agent Certificate.

Also enclosed is my office account check no. 10159 in the amount of \$70.00 for the filing fee.

Very truly yours,

  
DAVID R. FARBSTEIN, ESQ.

DRF/me

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-05/29/98-01085-009  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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DIVISION OF CORPORATIONS  
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ARTICLES OF INCORPORATION

OF

DOWNING MARKETING SOLUTIONS & more, Inc.

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STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
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ARTICLE ONE - Name

The name of this Corporation is DOWNING MARKETING SOLUTIONS & more, Inc.

ARTICLE II - Duration

This corporation shall exist perpetually.

ARTICLE III - Purpose

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

ARTICLE IV -Capital Stock

This corporation is authorized to issue one thousand (1,000) shares of One dollar par value (\$1.00) common stock which shares shall be designated "Common Shares".

ARTICLE V - Initial Registered Office and Agent

The street address of the initial office of this corporation is:  
7040 W. Palmetto Park Rd., Suite 433, Boca Raton, FL.  
33433 and the name of the initial registered agent of this  
corporation is: JUDY A. DOWNING, her address is 7040 W. Palmetto  
Park Rd., Suite 433, Boca Raton, FL. 33433.

ARTICLE VI - Initial Board of Directors

This corporation shall have one (1) Director initially. The number  
of Directors may be either increased or diminished from time to time  
by the ByLaws, but shall never be less than one. The name and  
address of the initial Director of this corporation is:

THIS DOCUMENT PREPARED BY:  
DAVID R. FARBERSTEIN, ESQ.  
2765 W. Cypress Creek Rd.  
Ft. Lauderdale, FL 33309  
Fla. Bar No. 198889  
954-977-7801

JUDY A. DOWNING 7040 W. Palmetto Park Rd., Suite 433  
Boca Raton, , Fl. 33433

ARTICLE VII - Incorporator

The name and address of the persons signing these Articles is:

JUDY A. DOWNING 7040 W. Palmetto Park Rd., Suite 433  
Boca Raton, , Fl. 33433

ARTICLE VIII - Amendments

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, 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 the 10th day of April, 1998.

  
JUDY A. DOWNING

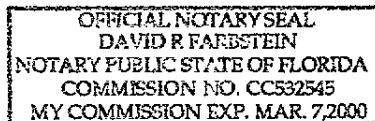
STATE OF FLORIDA  
COUNTY OF BROWARD

BEFORE ME, a Notary Public, authorized to take acknowledgments in the County and State set forth above, personally appeared, JUDY A. DOWNING, known by me to be the person who executed the foregoing Articles of Incorporation. Further, said individual furnished the following type of identification to the undersigned, to-wit: INDIANA DRIVERS LICENSE.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 10th day of April, 1998.

  
NOTARY PUBLIC

My Commission Expires:



CERTIFICATE DESIGNATING CHANGE OF PLACE OF  
BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN THE STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED.

PURSUANT TO Chapter 48.091, Florida Statutes, the following is  
submitted in compliance with said Act:

FIRST: That DOWNING MARKETING SOLUTIONS & more, Inc. is  
qualified to do business under the laws of the State of Florida with  
its principal office at: 7040 W. Palmetto Park Rd., Suite 433, Boca  
Raton, Florida 33433 and has appointed JUDY A. DOWNING of 7040 W.  
Palmetto Park Rd., Suite 433, Boca Raton, Florida 33433 as its agent  
to accept service of process within the State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated  
corporation, a place designated in this certificate, I am familiar  
with, and hereby accept the duties and responsibilities as registered  
agent for said corporation and agree to comply with the provisions of  
said Act relative to keeping open said office.

  
\_\_\_\_\_  
JUDY A. DOWNING  
Resident Agent

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