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JAMES A. GRANOSKI, P.A.

ATTORNEY AT LAW

207B THE OFFICE PARK
2477 STICKNEY POINT ROAD
SARASOTA, FLORIDA 34231
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ADMITTED TO PRACTICE IN FLORIDA, VIRGINIA, WASHINGTON, D.C.

June 24, 1998

Ms. Beth Register
Corporate Specialist Supervisor
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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Re: Your reference number W98000008938
Previous Corporation Name: DJ & S, Inc.
New Corporation Name: Biz-Tec Marketing, Inc.

Dear Ms. Register:

On April 22, 1998, you returned to me the proposed Articles of Incorporation for DJ & S, Inc. because that name was unavailable.

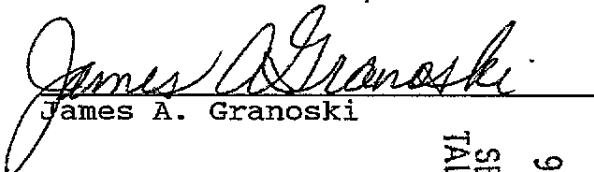
I have enclosed with this letter an original Articles of Incorporation for Biz-Tec Marketing, Inc., which is being proposed by the same principals as DJ & S, Inc. I note that you still have my check in the amount of \$122.50. Please apply those funds to the filing of this corporation.

Thank you very much for your cooperation in and attention to this matter. I look forward to receiving the appropriate notification that the corporation has been accepted and its Articles of Incorporation filed.

If you have any questions or concerns about this, or need any additional information, please contact me.

Very truly yours,

JAMES A. GRANOSKI, P.A.


James A. Granoski

JAG:dlp

Enclosure

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 22, 1998

JAMES A GRANOSKI
2477 STICKNEY POINT RD
207B THE OFFICE PARK
SARASOTA, FL 34231

SUBJECT: DJ & S, INC
Ref. Number: W98000008938

We have received your document for DJ & S, INC and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6919.

Beth Register
Corporate Specialist Supervisor

Letter Number: 298A00021608

**ARTICLES OF INCORPORATION
OF
BIZ-TEC MARKETING, INC.**

The undersigned, acting as incorporator of BIZ-TEC MARKETING, INC., under the Florida General Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME AND PRINCIPAL OFFICE

**BIZ-TEC MARKETING, INC.
5537 Boulder Boulevard
Sarasota, FL 34233**

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE III. DURATION

The corporation will have a perpetual existence.

ARTICLE IV. PURPOSE

The general purpose or purposes for which the corporation is organized are as follows:

(a) To engage in every aspect and phase of marketing, and phases of related businesses.

(b) To transact any or all other lawful business for which a corporation may be incorporated under the Florida General Corporation Act.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 100 shares of common stock having a par value of \$0.10 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE VI. PREEMPTIVE RIGHTS

Each holder of common stock of this corporation shall have the first right (subject to adjustments to avoid the issue of fractional shares) to purchase shares of common stock of this corporation that from time to time may be issued (whether or not presently authorized), including shares from the treasury of the corporation, in the ratio that the number of shares of common stock held at the time of the issue bears to the total number of shares

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TALLAHASSEE, FLORIDA

of common stock outstanding. This right is waived by any holder of common stock who does not exercise it and pay for the stock preempted within thirty days of his receipt of a written notice from the corporation inviting him to exercise the right. A holder of common stock shall not have, solely because of his holdings of common stock, a right to purchase shares of preferred stock that may be issued.

A holder of preferred stock shall not have, solely because of his holdings of preferred stock, a right to purchase shares of any class that may be issued by the corporation.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 4820 Middle Avenue, Sarasota, Florida 34234, and the name of the corporation's initial registered agent at that address is Mr. Stephen Skevington, Sr.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Stephen Skevington	P.O. Box 3015 Arcadia, FL 34265
Sean Retford	P.O. Box 3015 Arcadia, FL 34265

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Stephen Skevington	P.O. Box 3015 Arcadia, FL 34265

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE X. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE XI. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned, as president, director and incorporator, has executed these Articles of Incorporation this 17th day of June, 1998.

Stephen Skevington
Stephen Skevington, Incorporator,
President, Director

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That **BIZ-TEC MARKETING, INC.**, desiring to organize under the laws of the State of Florida, with its initial registered office, as indicated in the Articles of Incorporation, at 5537 Boulder Boulevard, Sarasota, Florida 34233, has named **Stephen Skevington, Sr.** located at 4820 Middle Avenue, Sarasota, Florida 34234, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida General Corporation Act relative to keeping open the registered office.

Stephen Skevington, Sr.
Stephen Skevington, Sr.

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