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NAME: ADVANTAGE SALES INTERNATIONAL INC.
AUDIT NUMBER.....H98000012186
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 3
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FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

July 1, 1998

CUMMINGS & LOCKWOOD

SUBJECT: ADVANTAGE SALES INTERNATIONAL INC.
REF: W98000015053

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The FAX audit number must be on the top and bottom of each page of the document.

Article 6 states there will be 1 director(s), whereas NONE is/are listed.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: H98000012186
Letter Number: 898A00035677

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ARTICLES OF INCORPORATION
OF
ADVANTAGE SALES INTERNATIONAL INC.

THE UNDERSIGNED, acting as sole incorporator of a corporation to be formed under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

FIRST: The name of the corporation (the "Corporation") is:

ADVANTAGE SALES INTERNATIONAL INC.

SECOND: The initial principal office or mailing address of the Corporation is:

c/o Cummings & Lockwood
3001 Tamiami Trail North, 4th Floor
Naples, FL 34104

THIRD: The aggregate number of shares that the Corporation is authorized to issue is Ten Thousand (10,000) shares of common stock, and the par value of each such share shall be ONE CENT (\$0.01). Par value shall have no effect on the Corporation's capital structure.

FOURTH: The street address of the initial registered office of the Corporation is:

c/o Cummings & Lockwood
3001 Tamiami Trail North, 4th Floor
Naples, Florida 34103

and the name of the Corporation's initial registered agent at such address is:

Aaron A. Farmer, Esq.

FIFTH: The name and address of the sole incorporator of the Corporation are:

Aaron A. Farmer, Esq.
3001 Tamiami Trail North, 4th Floor
Naples, Florida 34103

Prepared by Aaron A. Farmer, Esq.
Cummings & Lockwood
P. O. Box 413032
Naples, FL 34101
(941) 262-8311
Florida Bar No. 0995053

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NOW, THEREFORE, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation under the Florida Business Corporation Act has executed these Articles of Incorporation this 30th day of June, 1998.



Aaron A. Farmer, Esq., Incorporator

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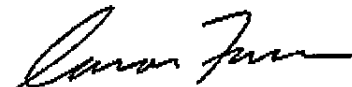
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

1. The name of the corporation is: ADVANTAGE SALES INTERNATIONAL INC.
2. The name and address of the registered agent and office is:

Aaron A. Farmer, Esq.
3001 Tamiami Trail North, 4th Floor
Naples, Florida 34103

Having been named as registered agent and to accept service of process for the above-stated Corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: June 30, 1998



Aaron A. Farmer, Esq.
Initial Registered Agent

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