

P98000069255

July 31, 1998

Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

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-08/04/98--01020--006
***122.50 ***122.50

Subj: Incorporation of

NET WORTH MARKETING & DISTRIBUTION, INC.

Dear Sir:

Enclosed please find the following:

1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.
2. My check in the amount of \$122.50 to cover the filing fee.
3. Designation of Resident Agent.

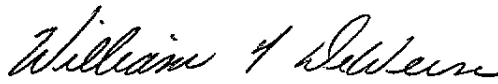
Kindly acknowledge filing of these Articles of Incorporation, in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at Express Legal Services, Inc., 129 W. Hibiscus Blvd, Melbourne, FL 32901; (407) 729-6399

Thank you for your assistance in this matter.

Sincerely,



STEVEN L. WUEST



WILLIAM T. DEWEESE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 AUG -4 AM 9:02

APPROVED
AND
FILED

B. BROCK AUG 10 1998

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AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
NET WORTH MARKETING & DISTRIBUTION, INC.

ARTICLE I. NAME

The name of this corporation is NET WORTH MARKETING &
DISTRIBUTION, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

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

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 1000 shares of
\$1.00 par value common stock, which shall be designated
"common shares".

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new
stock of this corporation of the same kind, class or series
as that which he already holds, shall have the right to
purchase his pro rata share (as nearly as may be done without

issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 508 Clifton Dr., W. Melbourne, Florida 32904, and the name of the initial registered agent of this corporation at that address is STEVEN L. WUEST.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have four directors 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 names and addresses of the initial directors of this corporation are:

STEVEN L. WUEST
508 Clifton Dr.
W. Melbourne, FL 32904

THOMAS J. SHOULLA
977 Hampshire Ave. NE
W. Melbourne, FL 32905

WILLIAM T. DeWEESE
1403 S. Miramar Ave.
Indialantic, FL 32903

GRETCHEN S. SWANSON
1403 S. Miramar Ave.
Indialantic, FL 32903

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 2263 W. New Haven, Ste. 398, W. Melbourne, Florida 32904, and the mailing address of the corporation is 2263 W. New Haven Ave., Ste. 398, W. Melbourne, Florida 32904.

ARTICLE IX. INCORPORATOR

The names and addresses of the person signing these articles are:

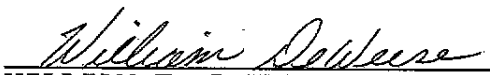
STEVEN L. WUEST
508 Clifton Dr.
W. Melbourne, FL 32904

WILLIAM T. DeWEESE
1403 S. Miramar Ave.
Indialantic, FL 32903

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscribers have executed these articles of incorporation on this 31 day of July, 1998.

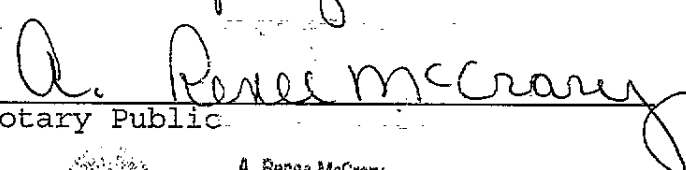

STEVEN L. WUEST


WILLIAM T. DeWEESE

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared STEVEN L. WUEST and WILLIAM T. DeWEESE to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 31st day of July, 1998.


Notary Public



A. Renee McCrary
MY COMMISSION # CC657294 EXPIRES
June 19, 2001
BONDED THRU TROY PAIR INSURANCE, INC.

FH/OL

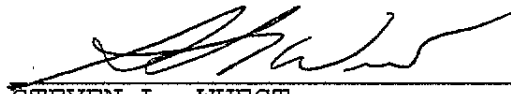
DESIGNATION
AS
REGISTERED AGENT

In compliance with Section 48.091, and Section 607.034, Florida Statutes, the following is submitted:

That NET WORTH MARKETING & DISTRIBUTION, INC., desiring to organize under the laws of the State of Florida, with its principal office at 2263 W. New Haven Ave., Ste. 398, W. Melbourne, Brevard County, Florida 32904, has named STEVEN L. WUEST, located at 508 Clifton Dr., W. Melbourne, Brevard County, Florida 32904, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.


STEVEN L. WUEST
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 AUG -4 AM 9:02

APPROVED
AND
FILED