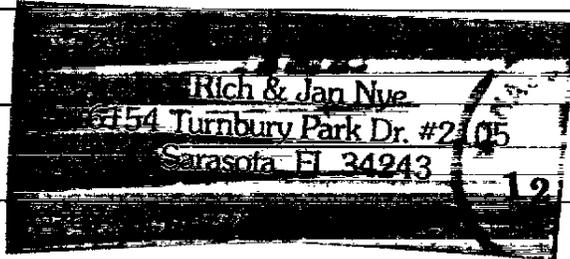


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Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. _____ (Corporation Name) _____ (Document #)
- 2. _____ (Corporation Name) _____ (Document #)
- 3. _____ (Corporation Name) _____ (Document #)
- 4. _____ (Corporation Name) _____ (Document #)

- Walk in
- Mail out
- Pick up time _____
- Will wait
- Certified Copy
- Certificate of Status
- Photocopy

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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****122.50 ****122.50

APPROVED
AND
FILED
98 AUG 14 PM 12:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK AUG 18 1998

Examiner's Initials	
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APPROVED
AND
FILED

98 AUG 14 PM 12:29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
RETRIEVER MARKETING GROUP, INC.

THE UNDERSIGNED INCORPORATOR HEREBY FORMS A CORPORATION
UNDER CHAPTER 607 OF THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I. NAME

THE NAME OF THE CORPORATION SHALL BE RETRIEVER
MARKETING GROUP INC.

THE PRINCIPAL PLACE OF BUSINESS OF THIS CORPORATION SHALL BE,
6154 TURNBURY PARK DRIVE #2105, SARASOTA, FLORIDA 34243
AND THE MAILING ADDRESS OF THE CORPORATION SHALL BE THE
SAME.

ARTICLE II. NATURE OF BUSINESS

THIS CORPORATION MAY ALSO ENGAGE OR TRANACT IN ANY OR
ALL LAWFUL ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAWS
OF THE UNITED STATES, THE STATE OF FLORIDA OR ANY OTHER STATE
COUNTRY, TERRITORY, OR NATION.

ARTICLE III. CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS
CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME
IS 100 SHARES OF COMMON STOCK HAVING \$1 PAR VALUE PER SHARE.

ARTICLE IV. REGISTERED OFFICE & AGENT

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF
THE CORPORATION SHALL BE: 6154 TURNBURY PARK DRIVE #2105,
SARASOTA, FLORIDA 34243
AND THE NAME OF THE INITIAL REGISTERED AGENT OF THE
CORPORATION AT THAT ADDRESS IS RICHARD S. NYE.

ARTICLE V. TERMS OF EXISTENCE

THIS CORPORATION IS TO EXIST PERPETUALLY.

ARTICLE VI. PREEMPTIVE RIGHTS

THE CORPORATION ELECTS TO HAVE PREEMPTIVE RIGHTS.

ARTICLE VII. OFFICERS

THE NAME AND ADDRESS OF THE INITIAL OFFICERS OF THE CORPORATION WHO SHALL HOLD OFFICE FOR THE FIRST YEAR OF THE CORPORATION, OR UNTIL THEIR SUCCESSORS ARE ELECTED OR ARE APPOINTED ARE:

PRESIDENT	SECRETARY
RICHARD S. NYE	JANET NYE
6154 TURNBURY PARK DR.	6154 TURNBURY PARK DR.
#2105	#2105
SARASOTA FLORIDA 34243	SARASOTA FLORIDA 34243

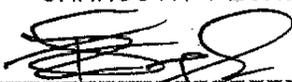
ARTICLE VIII. CUMULATIVE VOTING

AT EACH ELECTION FOR DIRECTORS, ALL OR A DESIGNATED VOTING GROUP OF SHAREHOLDERS ARE ENTITLED TO CUMULATE THEIR VOTE FOR DIRECTORS.

ARTICLE IX. INCORPORATORS

THE NAME AND STREET ADDRESS OF THE INCORPORATORS OF THE CORPORATION ARE:

RICHARD S. NYE
6154 TURNBURY PARK DRIVE #2105
SARASOTA FLORIDA 34243



RICHARD S. NYE

I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION.



RICHARD S. NYE

STATE OF FLORIDA
COUNTY OF **SARASOTA**

I HEREBY CERTIFY THAT ON THIS DAY BEFORE ME, A NOTARY PUBLIC DULY AUTHORIZED IN THE STATE AND COUNTY LAST AFORESAID TO TAKE ACKNOWLEDGMENTS, PERSONALLY APPEARED,

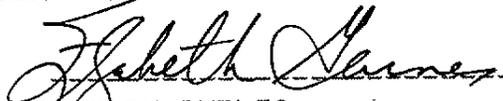
RICHARD S. NYE

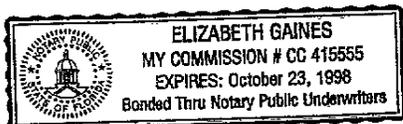
TO ME KNOWN TO BE THE PERSON DESCRIBED AS INCORPORATOR IN AND WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION FOR THE USES AND PURPOSES EXPRESSED THEREIN.

WITNESS MY HAND AND OFFICIAL SEAL IN THE COUNTY AND STATE NAMED ABOVE THIS :

AUGUST 11, 19**98**.

MY COMMISSION EXPIRES


NOTARY PUBLIC



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 AUG 14 PM 12:29

APPROVED
AND
FILED