

9/10/98

FLORIDA DIVISION OF CORPORATIONS
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FAX #: (850)922-4001

FROM: ACE INDUSTRIES. INC.
CONTACT: PAM FRIEDMAN
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NAME: EDH STRATEGIC MARKETING, INC.
AUDIT NUMBER.....H98000016914
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TALLAHASSEE, FLORIDA

TA-9/11/98

498-16914

**ARTICLES OF INCORPORATION
OF
EDH STRATEGIC MARKETING, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

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ARTICLE I - NAME

The name of the corporation shall be EDH Strategic Marketing, Inc., and its business shall be carried on in the State of Florida and such other states and countries as may be agreed upon.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 1961 Sandpiper Dr., Palm Harbor, FL 34683, or such other place as from time to time is designated.

ARTICLE III - SHARES

The aggregate number of shares, which the corporation shall have authority to issue, is 1,000 shares with a par value of \$1.00 per share.

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The address of the initial Registered Office of this corporation is 1961 Sandpiper Dr., Palm Harbor, FL 34683. The name of the initial registered agent of this corporation at that address is Eric D. Hiby.

Prepared by:
ACOL Industries, Inc.
54 Northwest 11th St.
Miami, FL 33136
*(305) 338-2571

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ARTICLE V - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Eric D. Hiby
1961 Sandpiper Dr.
Palm Harbor, FL 34683

ARTICLE VI - DURATION

This corporation shall have perpetual existence unless sooner terminated by operation of law or voluntary dissolution in the manner prescribed by law.

ARTICLE VII - OFFICERS AND DIRECTORS

The business and affairs of the corporation shall be conducted and managed by a Board of Directors who shall be elected annually by the stockholders of the corporation at such time and place as may be fixed by the By-laws, or by resolution of the Board of Directors, and who shall hold office until their successors shall be elected and qualified. The name and addresses of the initial officers and directors who are to serve until the first annual meeting of the stockholders are as follows:

Eric D. Hiby, Director and President
1961 Sandpiper Dr.
Palm Harbor, FL 34683

Prepared by:
ace! Industries, Inc.
54 Northwest 11th St.
Miami, FL 33136
(305) 358-2571

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ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors and Shareholders.

IN WITNESS WHEREOF, Eric D. Hiby has hereunto executed these Articles of Incorporation this 10th day of September, 1998.



Eric D. Hiby, Incorporator

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
AND NAMING AN AGENT UPON WHOM PROCESS MAY BE
SERVED**

Pursuant to Florida Statute, the following is submitted:

That EDH Strategic Marketing, Inc., Inc., organized under the laws of the State of Florida, with its principal place of business being be 1961 Sandpiper Dr., Palm Harbor, FL 34683, has named Eric D. Hiby, 1961 Sandpiper Dr., Palm Harbor, FL 34683 as its registered agent to accept process within this State.

Acceptance

Having been named as registered agent and to accept service of process for the above stated corporation, at the place designated above, 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.


Eric D. Hiby
1961 Sandpiper Dr.
Palm Harbor, FL 34683

Prepared by:
ace! Industries, Inc.
54 Northwest 11th St.
Miami, FL 33136
(305) 358-2571

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