

LAW OFFICES OF ROBERT J. ARNOLD

224 Datura Street, Suite 315
West Palm Beach, FL 33401
(561) 833-6300 ♦ Fax: (561) 833-8880

P980000085081

September 28, 1998

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

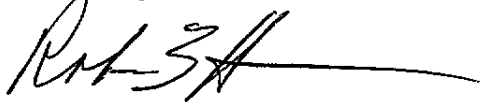
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****122.50 ****78.75

CC

Dear Sir/Madam:

I have enclosed the Articles of Incorporation for Continuity Marketing Corporation. I have also enclosed my firm's check for \$122.50 to cover the costs of the filing and certification fees. If you should have any questions regarding this matter, please feel free to contact me.

Yours truly,



Robert J. Arnold

enclosures

FILED
98 OCT -2 AM 11:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA-10/5/98

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98 OCT -2 AM 11:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

CONTINUITY MARKETING CORPORATION

The undersigned hereby makes and subscribes to these Articles of Incorporation intending to form a corporation under the provisions of the Florida Statutes.

ARTICLE I

The name of this corporation is ***Continuity Marketing Corporation***.

ARTICLE II

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida. These activities include, but are not limited to matters necessary to continue the business and affairs of Continuity Marketing Corporation which bore DOJ Number P93000086717.

ARTICLE III

The aggregate number of shares which the Corporation shall have the authority to issue shall be 25,000,000.

All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, but not labor or services, may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE IV

The street address of the Corporation shall be 224 Datura Street, Suite 315, West Palm Beach, Florida 33401. The name of the Corporation's initial registered agent is *Robert J. Arnold*.

ARTICLE V

The number of directors constituting the initial Board of Directors of this Corporation is one (1). The names and street addresses of the initial director of this Corporation is:

Name

Address

Robert J. Arnold

224 Datura Street, Suite 315
West Palm Beach, Florida 33401

The initial directors may serve from time to time and may, by resolution, fix the number constituting the Board of Directors and may also name the persons to fill vacancies on the Board of Directors created by an increase in the number of directors which occurs between annual meetings.

ARTICLE VI

The name and address of the incorporator is Robert J. Arnold, 224 Datura Street, Suite 315, West Palm Beach, Florida 33401.

ARTICLE VII

It is the intention of the corporation to indemnify its officers, directors, employees and agents to the extent permitted by Section 607.014, Florida Statutes.

ARTICLE VIII

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the shareholders of the Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

ARTICLE IX

Directors of this Corporation need not be residents of the State of Florida, unless otherwise provided in the By-Laws of the Corporation.

The shareholders of this Corporation shall have exclusive authority to fix the compensation of directors of this Corporation unless otherwise provided in the By-Laws.

ARTICLE X

Board of Members of the Board of Directors may participate in special meetings of the Board of Directors by means of a telephone conference as provided by law, but regular meetings of the Directors must be attended in fact in person by each director.

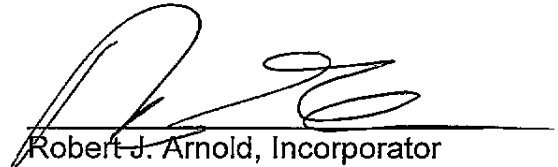
ARTICLE XI

The Corporation, its shareholders or any combination of the Corporation and its shareholders, may enter into agreements limiting or restricting free transfers of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements and, when the existence of such agreement is noted on the face or on the back of the certificates representing any such shares, such agreements will be binding and enforceable upon any transferee or successor of an party to such agreement.

ARTICLE XII

Every director and every officer of the Corporation shall be indemnified by the Corporation to the maximum extent permitted by law against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon such director or officer in connection with any action or proceeding or an settlement of an action or proceeding to which such director or officer may be a party or in which such director or officer may become involved by reason of such director or officer being or having been a director or officer of the Corporation, whether or not such director or officer is a director or officer at the time such expenses are incurred, except when the director or officer has been adjudged guilty of will malfeasance in the performance of the director's or officer's duties. The Corporation shall advance every director and every officer his or her fees and costs during the pendency of any action or proceeding in which the director or officer may be entitled to indemnification. The foregoing right of indemnification shall be in addition to and not exclusive of all rights to which such director or officer may be entitled. Appropriate liability insurance , if available, may be provided for every officer, director and agent of the Corporation in amounts determined from time to time by the board.

Dated this 27 day of September, 1998.


Robert J. Arnold, Incorporator

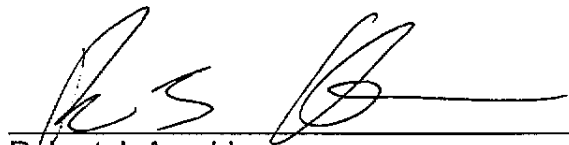
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICES OF PROCESS
WITHIN THIS STATE, NAMING THE AGENT UPON
WHOM PROCESS MAY BE SERVED**

In compliance with sections 48.091 and 620.192, Florida Statutes, the following is submitted.

Continuity Marketing Corporation, desiring to organize under the laws of the State of Florida, with its principal place of business at 224 Datura Street, Suite 315, West Palm Beach, Florida 33401 has named Robert J. Arnold located at 224 Datura Street, Suite 315, West Palm Beach, Florida 33401, as its agent to accept service of process within Florida.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


Robert J. Arnold

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98 OCT -2 AM 11:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA