

JOEL R. MAGAZINE, P.A.

Attorney at Law

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9190 S.W. 72 Street
Miami, Florida 33173
Tel: (305) 595-1096
Fax: (305) 271-3710

September 30, 1998

Secretary of State
Division of Corporations
Corporate Records Bureau
P.O. Box 6327
Tallahassee, Florida 32301

Re: ON-LINE PROGRESSIVE MARKETING, INC.

Gentlemen:

Enclosed are the original (and a copy) of the Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed to cover the following:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Fee	35.00

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned in the enclosed postage paid envelope.

Sincerely,

Joel R. Magazine
JOEL R. MAGAZINE
Xsb

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Enclosures

P. Hall

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**ARTICLES OF INCORPORATION
ON-LINE PROGRESSIVE MARKETING, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber(s) to these Articles of Incorporation a natural person(s) competent to contract under the laws of the State of Florida do(es) hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be: ON-LINE PROGRESSIVE MARKETING, INC.

ARTICLE II

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III

The number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares of \$1.00 par value. All said stock shall be payable in cash, or property other than stock or securities, in lieu of cash, at a just valuation to be determined by the Board of Directors of this corporation.

ARTICLE IV

The amount of capital with which this corporation shall begin business shall be One Hundred (\$100.00) Dollars.

ARTICLE V

The existence of this corporation shall be perpetual.

ARTICLE VI

The principal office of this corporation shall be located at: 3905 Crawford Avenue, Coconut Grove, Florida, 33133. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII

The Board of Directors of this corporation shall consist of no less than one (1) member. The number of directors may be increased from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII

The names and addresses of the first Board of Directors, who shall be subject to these Articles of Incorporation, By-Laws, and the laws of the State of Florida to hold office for the first year of the corporation's existence, or until their successors have been elected and qualified, are as follows:

Barrie Slotkhin 3905 Crawford Avenue
 Coconut Grove, Florida 33133

ARTICLE IX

The Registered Agent and the street address of the initial Registered Office of this corporation in the State of Florida shall be:

Barrie Slotkhin 3905 Crawford Avenue
 Coconut Grove, Florida 33133

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

ARTICLE X

The names and addresses of each of the subscribers to these Articles of Incorporation, and the number of shares of stock each agrees to take, the total aggregate amount of which shall be the sum of 100% the amount of capital with which this corporation shall begin business, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>AMOUNT</u>
Barrie Slotkhin	3905 Crawford Avenue Coconut Grove, Florida 33133	100	\$100.00

ARTICLE XI

The officers of the corporation, until the first meeting of the corporation's Board of Directors, or until successors are elected, shall be:

Barrie Slotkhin President/Vice President
 Secretary/Treasurer

The officers shall be elected at the annual meeting of the Board of Directors or as provided in the By-Laws.

ARTICLE XII

These Articles of Incorporation may be amended into the manner provided by the law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XIII

1. No one other than an individual(s) who is duly licensed as states above under the laws of the State of Florida may own any corporate stock of this corporation, nor may any stockholder enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

2. No shareholder of the corporation may sell or transfer his stock in this corporation except to another individual who is eligible to be a shareholder of the corporation, and such sale or transfer may be made only after the same shall have been approved, at a stockholder's meeting, specifically called for that purpose, by not less than a majority of the outstanding stock at such stockholder's meeting, exclusive of the stock proposed to be sold. The shares of stock held by the shareholder proposing to sell or transfer his shares may not be voted or counted for any purpose at said meeting.

IN WITNESS WHEREFORE, I, BARRIE SLOTKHIN, the undersigned, being the authorized Incorporator herein above named, for purpose of forming a corporation to do business in the State of Florida, under the laws of Florida, do hereby and make and file these Articles of Incorporation and do hereby declare and certify that the facts herein stated are true, and I hereunto set my hand and seal this 30 day of September 1998.

Barrie Slotkhin
BARRIE SLOTKHIN

STATE OF FLORIDA)
)
COUNTY OF DADE)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

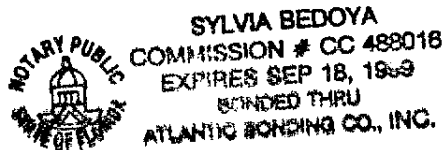
I hereby certify that on this day, personally appeared Barrie Slotkhin, to me well known to be the same person described herein, who executed these Articles of Incorporation, and produced his Florida Driver's License as identification and he acknowledged before me, the Articles to be his act and deed and that the facts set forth therein are true and correct to the best of his knowledge.

WITNESS my hand and seal in the County of Miami-Dade, Miami, Florida, this 30 day of September, 1998.

Sylvia Bedoya
NOTARY PUBLIC, State of
Florida.

Printed Name: Sylvia Bedoya

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named as the Registered Agent for the above mentioned corporation for the purpose of accepting service of process for ON-LINE PROGRESSIVE MARKETING, INC. at the place designated in the Articles of Incorporation, BARRIE SLOTKHIN, hereby accepts such appointment and agrees to act in such capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

DATE: 9/30/98

Barrie Slotkhin
BARRIE SLOTKHIN