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ARNSTEIN & LEHR

15 NORTH FLAGLER DRIVE - SUITE 600  
WEST PALM BEACH, FLORIDA 33401-4323

Ellen L. Grannis  
Legal Assistant  
elg@arnstein.com

(561) 833-9800

FAX (561) 655-5551

FOUNDED 1893

BIRMINGHAM, FLORIDA

CHICAGO, ILLINOIS

HOFFMAN ESTATES, ILLINOIS

MILWAUKEE, WISCONSIN

October 23, 1998

VIA FEDERAL EXPRESS

000002672610--9

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

-10/26/98--01100--009  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: Strategic Alliance marketing, Inc.

Dear Sir or Madam

We represent the above-mentioned corporation. Enclosed please find the original and one copy of the Articles of Incorporation with registered Agent designation and acceptance for the corporation. I have enclosed our check in the amount of \$78.75 which represents the following:

Filing Fee	35.00
Registered Agent Designation	35.00
Certificate of Good Standing Fee	8.75

Please return all documents to my attention using the enclosed Federal Express Airbill.  
If you have any questions, please call me at the number shown above.

Thank you.

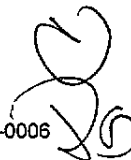
Sincerely,



Ellen L. Grannis  
Legal Assistant

/eg  
Enclosures

FILED  
98 Oct 26 PM 1:05  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA



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

**FILED**  
98 Oct 26 PM 1:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned Incorporator and Subscriber, being a natural person competent to contract, hereby organize and incorporate under the laws of the State of Florida a corporation for profit as follows:

**ARTICLE I - NAME OF CORPORATION**

The name of this Corporation shall be STRATEGIC ALLIANCE MARKETING, INC., having as its initial corporate mailing address: 2445 Breakwater Circle, Sarasota, FL 34231-5548.

**ARTICLE II - DURATION**

This corporation shall be perpetual in existence unless sooner dissolved according to law.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business which corporations may transact pursuant to Chapter 607, Florida Statutes.

**ARTICLE IV - CAPITAL STOCK**

The authorized capital stock of the corporation shall be One Thousand (1,000) shares common stock.

All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property, or labor or services actually performed for the Corporation at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, 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.

Harris B. Williams, Jr.  
Strategic Alliance Marketing, Inc.  
Articles of Incorporation

#### **ARTICLE V - REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 564 Beach Road, Sarasota, FL 34242 and the name of the initial registered agent of this corporation at that address is Harris B. Williams, Jr. This corporation shall have the privilege of having branch offices at other places within or without the State of Florida and within or without the United States of America. This corporation may, at its discretion, at any time, change the address of the principal place of business

#### **ARTICLE VI - INITIAL BOARD OF DIRECTORS**

This corporation shall have an initial Board of Directors of one (1). The number of directors may be either increased or diminished from time to time but the number shall, subject to ARTICLE VIII below, never be less than one (1) nor more than five (5). The name and address of the initial director of this corporation is:

Harris B. Williams, Jr.  
564 Beach Road  
Sarasota, FL 34242

#### **ARTICLE VII - INCORPORATOR**

The name and address of the person signing these Articles of Incorporation are:

Harris B. Williams, Jr.  
564 Beach Road  
Sarasota, FL 34242

#### **ARTICLE VIII - MANAGEMENT OF CORPORATION BY STOCKHOLDERS**

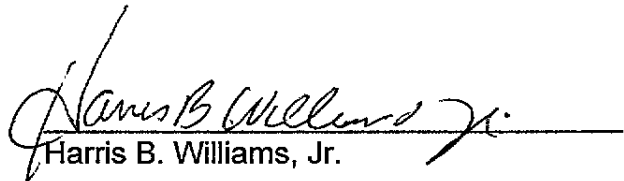
Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the Shareholders of this corporation shall so elect, they may exercise all powers and conduct the business and affairs of this corporation in lieu of the Board of Directors.

Harris B. Williams, Jr.  
Strategic Alliance Marketing, Inc.  
Articles of Incorporation

### ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

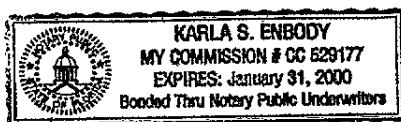
IN WITNESS OF THE FOREGOING, I have hereunto set my hand and seal, this 21 day of October, 1998.


  
Harris B. Williams, Jr.

STATE OF FLORIDA  
COUNTY OF

I HEREBY CERTIFY that on this day personally came and appeared before me, the undersigned authority, HARRIS B. WILLIAMS, JR., who is personally known to me or who has produced FLORIDA DR LICENSE as identification and who acknowledged to me that he executed the foregoing Articles of Incorporation as a free and voluntary act and deed and for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid, this 21st day of OCTOBER, 1998.



  
Notary Public: KARLA S. ENBODY  
My Commission Expires: \_\_\_\_\_  
Commission Number: \_\_\_\_\_

Harris.B. Williams, Jr.  
Strategic Alliance Marketing, Inc.  
Articles of Incorporation

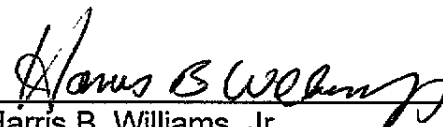
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

\_\_\_\_\_  
In pursuant of Florida Statutes the following is submitted:

First – That STRATEGIC ALLIANCE MARKETING, INC., has named Harris B. Williams, Jr., who is located at 564 Beach Road, Sarasota, FL 34242, County of Sarasota, State of Florida, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By:   
Harris B. Williams, Jr.

**FILED**  
98 OCT 26 PM 1:05  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA