

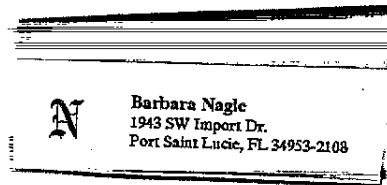
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November 21, 1998

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-11/30/98-01029-005
*****78.75 *****78.75

Department of State
Division of Finance
P.O. Box 6327
Tallahassee, Florida 32314

Gentlemen:



Enclosed is:

1. A check for \$78.75 (\$70.00 filing fee and \$8.75 fee for a certificate of good standing)
2. Two original articles of incorporation for MBN, MARKETING GROUP, INC.

Your assistance in registering the corporation and sending me a certificate of good standing along with the approval letter will be appreciated.

Sincerely,

Barbara J. Nagle

Barbara J. Nagle

FILED
98 NOV 30 AM 8:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OB
12-7-98
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ARTICLES of INCORPORATION

of

MBN MARKETING GROUP, INC. *MBN 897*

We, the undersigned, hereby make, subscribe, acknowledge and file these Articles for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I

The name of this corporation shall be **MBN** MARKETING GROUP, INC. *MBN 897*

The CORPORATION'S PRINCIPAL OFFICE WILL BE "1943 S.W. Import Drive, Port St. Lucie, FL 34953"

The CORPORATION'S MAILING ADDRESS WILL BE "1943 S.W. Import Drive, Port St. Lucie, FL 34953"

ARTICLE II

PURPOSE

This corporation is organized purpose of transacting any business activity that is lawful in the State of Florida.

ARTICLE III

CAPITAL STOCK

The capital stock of this corporation shall consist of 1,000 shares of common stock of \$1.00 par value, fully paid and non-assessable.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be located at "1016 C Pheasant Run Drive, FT. Pierce, FL 34982. and telephone number as 561 464 5501, and the name of the initial Registered Agent of this corporation at said address shall be Noel T. Parisien.

The undersigned Initial Registered Agent affirms the following: I hereby am familiar with and accept the duties and responsibilities as registered agent for the corporation named herein.

Noel T. Parisien
Noel T. Parisien
Initial Registered Agent

ARTICLE V

INITIAL BOARD of DIRECTORS

This corporation shall initially have one (1) Director.

The number of Directors may be changed from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial Director is:

Barbara J. Nagle
1943 S.W. Import Drive
Port St. Lucie, FL 34953

ARTICLE VI

SPECIAL PROVISIONS

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98 NOV 30 AM 8:15
TALLAHASSEE, FLORIDA

The following special provisions shall govern this corporation:

A. The time and place of the annual shareholders' meeting and the annual directors' meeting shall be fixed and provided for in the By-Laws, and the notice of same shall be given in one of the methods provided by law. Any shareholder or director may waive notice of the time, place and purpose of any meeting either before, at or after such meeting.

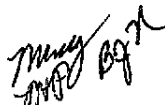
B. There shall be a President and a Secretary and a Treasurer of this corporation, and such assistants as shareholders may, by resolution, determine to be necessary and/or provided in the By-Laws. This corporation may also have such officers, assistants and factors as may be determined necessary and/or as provided in the By-Laws. Any person may hold two or more offices. The shareholders may, at any time, by majority vote a duly-called and noticed meeting declare any office or directorship vacant or remove any officer or director and elect a successor thereto. Additionally, directors may, at any time, by majority vote at a duly-called and noticed meeting declare any office vacant or remove any officer and elect a successor thereto.

The President and Secretary and Treasurer will be:

Barbara J. Nagle, President
1943 S.W. Import Drive
Port St. Lucie, FL 34953

Noel T. Parisien, Secretary
1016 C Pheasant Run Drive
Ft. Pierce, FL 34982

Margie May, Treasurer
1810 S. 32nd Street
Ft. Pierce, FL 34947



C. The directors may describe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security for the issuance of the new securities.

D. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office or directorship of this corporation.

E. No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the officers or directors of the corporation is or are interested in or is an officer or director or are officers or directors of such other corporations, and any officer, officers or directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction of the corporation or in which the corporation is interested, and no contract, act or transaction of the corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any officer, officers or directors of the corporation is a party or parties to be interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become an officer or director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

F. Upon the proposed sale of any issued (or treasury) stock of this corporation, any holder of any issued shares of this corporation of the same class or series shall have the right to purchase his pro-rata share of such unissued (or treasury) shares as are proposed for sale (as nearly as may be done without the issuance of fraction shares) at the price at which such shares are offered to others.

ARTICLE VII

OFFICERS

The officers of the corporation who shall conduct the business of the corporation during the first year of its existence or until their successors are elected and qualified shall be:

Barbara J. Nagle, President
1943 S.W. Import Drive
Port St. Lucie, FL 34953

Noel T. Parisien, Secretary
1016 C Pheasant Run Drive
Ft. Pierce, FL 34982

Margie May, Treasurer
1810 S. 32nd Street
Ft. Pierce, FL 34947

The President will be:

Barbara J. Nagle

The Secretary will be:

Noel T. Parisien

The Treasurer will be:

Margie May

ARTICLE VIII INCORPORATOR

The name and address of the incorporator is:

Barbara J. Nagle, President
1943 S.W. Import Drive
Port St. Lucie, FL 34953

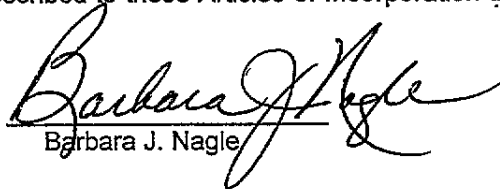
ARTICLE IX AMENDMENT

This corporation reserves the right to amend, alter, change or repeal any provision contained in these articles of incorporation in the manner now or hereafter prescribed by law, and all rights conferred on officers and shareholders herein are granted subject to this reservation.

ARTICLE X COMMENCEMENT

The corporation shall commence its existence upon filing with the Secretary of the State of Florida.

IN WITNESS WHEREOF, the undersigned incorporator has subscribed to these Articles of Incorporation this 21st Day of November, 1998.


Barbara J. Nagle

STATE OF FLORIDA

SS.

COUNTY OF St. Lucie

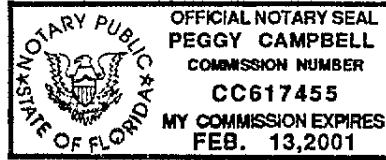
Before me, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared Barbara J. Nagle and Noel T. Parisien, known to me and known to me to be the persons who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the foregoing Articles of Incorporation.

*IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this day of November, 1998.


Notary Public

State of Florida, County of St. Lucie
PEGGY CAMPBELL

My commission expires: _____



(SEAL)