

P98000102367

CORP NAME:-MARKETING SOLUTIONS GROUP : MARSHALL PAISNER INC.

560 E. MOUNT VERNON DR...-street address
PLANTATION, FL 33325-city & state,zip

Date: 12/3/98

State of Florida
Department of State
Division of Corporations
P.O.Box 6327
Tallahassee, Florida 32301

000002704520--2
-12/07/98--01089--001
122.50 **78.75

Re: New Corporation Filing

Name of Corp ----- MARKETING SOLUTIONS GROUP:MARSHALL PAISNER INC.

EFFECTIVE DATE
01-01-99

Dear SIR/MADAM:

*****PLEASE MAKE THIS CORPORATION EFFECTIVE FOR JANUARY 1ST 1999.*****

Enclosed, please find, executed Articles of Incorporation, copy of same, and a check in the amount of \$35.00 FOR THE FILING FEES

TOTAL= \$35.00 FOR THE REGISTERED AGENT DESIGNATION
\$70.00

(if a certified copy is needed an additional \$52.50 is enclosed)=\$122.50

After filing same please forward the copy of the filed articles to:

MARTY KNOPP
2921 DAVIE BOULEVARD
FORT LAUDERDALE, FLORIDA 33312
(954) 791-9591

Thank you for your prompt handling of the foregoing.

MARKETING SOLUTIONS GROUP:MARSHALL PAISNER -corp name

MARSHALL PAISNER-incorporator

MAILING ADDRESS

560 E. MOUNT VERNON DR...-street address
PLANTATION, FL 33325-city & state,zip

PRINCIPAL OFFICE ADDRESS

560 E. MOUNT VERNON DR...-street address
PLANTATION, FL 33325-city & state,zip

12/3/98-DATE PREPARED AND SIGNED

FILED
CLERK OF STATE
DIVISION OF CORPORATIONS
98 DEC -7 AM 9:10

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 DEC -7 AM 9:10

ARTICLES OF INCORPORATION

NAME OF CORPORATION:

MARKETING SOLUTIONS GROUP : MARSHALL PAISNER INC.

THE UNDERSIGNED, acting as the Incorporator of a corporation under the "*Florida General Corporation Act*," adopts the following Articles of Incorporation for such Corporation.

ARTICLE I

CORPORATE NAME

MARKETING SOLUTIONS GROUP : MARSHALL PAISNER INC.

NATURE OF CORPORATE BUSINESS

This Corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STRUCTURE

EFFECTIVE DATE
01-01-99

[A] **Capital Stock:** The Corporation is authorized to issue and have outstanding at any one time an aggregate number of SEVEN THOUSAND FIVE HUNDRED (7,500) shares of stock having a par value of ONE DOLLAR (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

[B] **Stock Classes:** The shares of the Corporation may be divided into one or more classes with such designations, preferences, limitations and relative rights as stated in the By-Laws of the Corporation. The voting rights of any class or series of shares of the Corporation may be limited or denied as provided in the By-Laws of the Corporation to an extent not inconsistent with general law.

[C] **Restrictions:** The Corporation shall have the power to restrict or regulate the sale, transfer, or any other disposition of any of the shares of the Corporation by any of its shareholders, to the extent provided in the By-Laws of the Corporation.

ARTICLE IV

PREEMPTIVE RIGHTS

Shareholders of the Corporation shall have preemptive rights to acquire their pro rata share of stock of the Corporation for all issues of any class of stock of the Corporation no matter when authorized, and for whatever consideration is contemplated to be received by the Corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissue of all redeemed or otherwise acquired shares, including the reissue of treasury shares.

ARTICLE V EXISTENCE

This Corporation shall be effective as of JANUARY 1ST 1999 and have perpetual existence unless sooner dissolved according to law.

ARTICLE VI INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation is one (1). The number of Directors may be either increased or decreased from time to time by an amendment of the By-Laws but shall never be less than one (1). The names and addresses of the initial Board of Directors are:

**MARSHALL PAISNER
560 E. MOUNT VERNON DR.
PLANTATION, FL 33325**

All Directors of the Corporation shall have the right to vote on all contracts and other transactions of the Corporation regardless of their interests therein and no such contract or other transaction between this Corporation and any one or more of its directors or shareholders or any other corporation, firm, association, or entity in which one or more of its directors or shareholders are directors or are financially interested shall be either void or voidable because of such relationship or interest.

ARTICLE VII AMENDMENT OF ARTICLES

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

ARTICLE VIII INCORPORATOR

The name and address of the Incorporator executing these Articles of Incorporation are
**CORPORATE MAILING ADDRESS AND PRINCIPAL OFFICE ADDRESS
MARSHALL PAISNER
560 E. MOUNT VERNON DR.
PLANTATION, FL 33325**

ARTICLE IX REGISTERED AGENT AND OFFICE

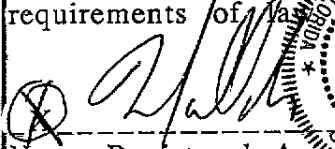
The Corporation's initial Registered Agent and Registered Office in the State of Florida are:
INITIAL REGISTERED AGENT AND ADDRESS IS::

**MARSHALL PAISNER
560 E. MOUNT VERNON DR.
PLANTATION, FL 33325**

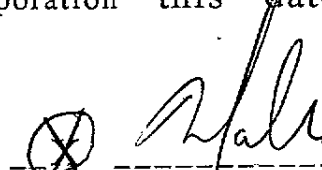
Name Registered Agent **MARSHALL PAISNER**
**MAILING ADDRESS
560 E. MOUNT VERNON DR.
PLANTATION, FL 33325
PRINCIPAL OFFICE ADDRESS
560 E. MOUNT VERNON DR.
PLANTATION, FL 33325**

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been named Initial Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such appointment and consent to act in such capacity and agree to comply with all the requirements of law pertaining thereto.


Name Registered Agent

IN WITNESS WHEREOF, I, the Incorporator, have executed these Articles of Incorporation this date: 12/1/98


Name, Incorporator

STATE OF FLORIDA }
COUNTY OF BROWARD }

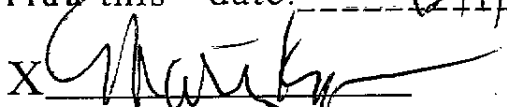
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BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments in the State and County aforesaid, personally appeared Name of Incorporator/Registered Agent

MARSHALL PAISNER

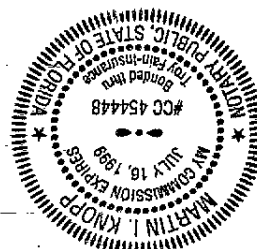
to me known to be the person(s) described in and who executed the foregoing Articles of Incorporation, and he/she/they duly acknowledged to me that he/she/they executed the same for the purposes therein expressed.

WITNESS my hand and official seal in Fort Lauderdale, Broward County, Florida this date: 12/1/98

X 
Notary Public, State of Florida at Large
#CC 454448

MARTIN KNOPP

My Commission Expires: **JULY 16, 1999**
BONDED THROUGH TROY FAIN INSURANCE



98 DEC -7 AM 9:10

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS