

P990000000499

KEELEY, HAYES, DUDLEY, CAPPELLER & MEEKER
A Partnership of Professional Associations
Attorneys at Law

Peninsula Plaza
2424 North Federal Highway, Suite 314
Boca Raton, Florida 33431

John M. Cappeller, Jr., P.A.

Telephone: 561-392-4300
Facsimile: 561-392-4409

December 30, 1998

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

400002728794--1
-01/04/99--01050--010
****128.75 ****128.75

**Re: Filing Articles of Incorporation for
REC MARKETING CO., INC.**

Dear Division:

Enclosed for filing please find Articles of Incorporation, and Certificate Of Domestication for the above referenced corporation. Also enclosed please find my firm's trust account check in the amount of \$128.75, the required filing fee.

Please forward the copy to my office and if further information is needed please do not hesitate to contact me.

Very truly yours,

JOHN M. CAPPELLER, JR., P.A.


John M. Cappeller, Jr.

JMC/jr
Enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIO
99 JAN -4 AM 9:19

R. Purinton JAN - 5 1999

99 JAN -4 AM 9:19

CERTIFICATE OF DOMESTICATION

The undersigned, ROBERT E. CANNATA, President, of REC MARKETING CO., INC.,
a foreign Corporation, in accordance with Florida Statutes, Section 607.1801 does hereby certify:

1. The date on which corporation was first formed was October 11, 1994.
2. The jurisdiction where the above named corporations was first formed, incorporated,
or otherwise came into being was the State of Massachusetts.

3. The name of the corporation immediately prior to the filing of this Certificate of
Domestication was REC MARKETING CO., INC.

4. The name of the corporation, as set forth in its articles of incorporation, to be filed
pursuant to ss. 607.0202 and 607.0401 with this certificate is REC MARKETING CO., INC.

5. The jurisdiction that constituted the seat, siege, social principal place of business or
central administration of the corporation, or any other equivalent thereto under applicable law
immediately prior to the filing of the Certificate of Domestication was the State of Massachusetts.

I am ROBERT E. CANNATA, President of REC MARKETING CO., INC., and am
authorized to sign this certificate of Domestication on behalf of the corporation and have done so
this the 29th day of December, 1998.


ROBERT E. CANNATA

ARTICLES OF INCORPORATION

OF

REC MARKETING CO., INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be REC MARKETING CO., INC. whose principal office and mailing address is 722 Albans Drive, Boca Raton, Florida 33486.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is FIVE THOUSAND (5000), no par value, common stock.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is ROBERT E. CANNATA, 722 Albans Drive, Boca Raton, Florida 33486, and the undersigned subscriber, having been named as registered agent and to accept service of process for the above stated corporation at the place designated in these articles does hereby accept the appointment as Registered Agent and agree to act in this capacity. And does further agree to comply with the provisions of all statutes relating to the proper and complete performance of the duties of Registered Agent, and is familiar with and accepts the obligations of the position of Registered Agent.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be either increased or decreased from time to time pursuant to the By-Laws but shall never be less than one. The name and address of the initial Board of Directors of this corporation is:

ROBERT E. CANNATA 722 Albans Drive
Boca Raton, FL 33486

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:
722 Albans Drive, Boca Raton, Florida 33486.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLE IX - INDEMNIFICATION

99 JAN -4 AM 9:19

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

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

The undersigned incorporator has executed these Articles of Incorporation this 29th day of December, 1998.



ROBERT E. CANNATA
Incorporator and Registered Agent

STATE OF FLORIDA :
COUNTY OF PALM BEACH :

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared ROBERT E. CANNATA, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same and who did take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 29th day of December, 1998.

My Commission Expires:



Notary: JOHN M. CAPPELLER JR.

Printed Name

OFFICIAL NOTARY SEAL
JOHN M. CAPPELLER JR.
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC532805
MY COMMISSION EXP. FEB. 14, 2000