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March 4, 1999

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

RE: MARKETING SYSTEMS INTERNATIONAL, INC.

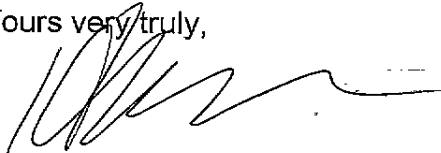
Gentlemen:

Enclosed please find the original and one executed copy of the Articles of Incorporation of the above company, together with a check payable to you in the amount of \$78.75 for the filing, etc.

After incorporation, please transmit the usual certified copy to this office.

Thank you for your cooperation.

Yours very truly,


Herbert Z. Marvin

HZM:dab

Enc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK MAR 11 1999

**ARTICLES OF INCORPORATION
OF
MARKETING SYSTEMS INTERNATIONAL, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is: **MARKETING SYSTEMS INTERNATIONAL, INC.**

ARTICLE II

The principal office of this corporation shall be at: **10745 Maple Chase Drive, Boca Raton, FL 33498**, with the privilege of having branch offices at any other place within and without the State of Florida.

ARTICLE III

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

ARTICLE IV

The total number of shares of capital stock which may be issued by this corporation is 1,000 shares, \$1.00 par value. All such stock shall be payable in cash, property, labor, or services at a just value to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE V

The street address and initial registered office and the name of the initial registered agent at such address, of this Corporation, shall be as follows:

Robert Maier

**10745 Maple Chase Drive
Boca Raton, FL 33498**

ARTICLE VI

The names and street addresses of each person signing these Articles of Incorporation as a subscriber is as follows:

Robert Maier

**10745 Maple Chase Drive
Boca Raton, FL 33498**

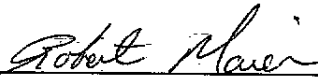
ARTICLE VII

The names and street addresses of the first Board of Directors of this Corporation who shall hold office for the first year, or until successors are chosen, shall be:

Robert Maier

**10745 Maple Chase Drive
Boca Raton, FL 33498**

IN WITNESS WHEREOF each undersigned subscriber has executed these Articles of Incorporation this 25th day of **February, 1999**.




Robert Maier

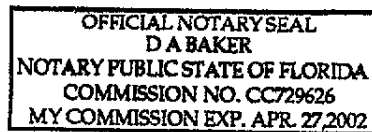
STATE OF FLORIDA
COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the said State and County above to take acknowledgments, personally appeared **Robert Maier**, to me known to be the person who executed the foregoing Articles of Incorporation and who acknowledged before me that she executed the same.

Witness my hand and official seal in the State and County above named this 26th day of **February, 1999**.



Notary Public, State of Florida at Large
My Commission Expires:



The undersigned, having been named to accept service of process for the above Corporation at the place designated in Article V hereof, hereby accepts such agency and agrees to comply with the provision of the Florida Statutes relative to keeping open said office.



Robert Maier

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA