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Network Accounting Services, Inc.

8800 - 133rd Avenue North, Suite 16
Largo, Florida 33773
(813) 536-2088

TRANSMITTAL LETTER

April 14, 1999

700002849297-6
-04/23/99-01067-005
****122.50 *****78.75

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

RE: *N & C MARKETING, INC.*

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the articles of incorporation and a check for \$122.50 with regard to the above.

Please contact this office with any questions you may have.

Very truly yours,
NETWORK ACCOUNTING SERVICES, INC.

Donna S. Tavares

Donna S. Tavares

DST/
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4/27/99
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ARTICLES OF INCORPORATION OF

N & C MARKETING, INC.

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

ARTICLE I: NAME

The name of the corporation shall be:

N & C MARKETING, INC.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

*1695 WHISPERING DRIVE WEST
LARGO, FL 33771*

ARTICLE III: SHARES

The number of shares of stock that this corporation is authorized to have at any one time is:

100

ARTICLE IV: OFFICERS

The officers of said corporation shall be as follows:

*NIGEL G. WITSEY: PRESIDENT
CAROLINE WITSEY: VICE PRESIDENT*

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TALLAHASSEE, FLORIDA

**ARTICLE V: INITIAL REGISTERED AGENT AND
STREET ADDRESS**

The name and address of the initial registered agent is:

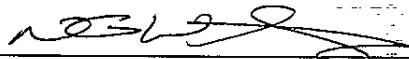
*NIGEL G. WITSEY
1695 WHISPERING DRIVE WEST
LARGO, FL 33771*

ARTICLE VI: INCORPORATOR(S)

The name and street address of the incorporator to these Articles of Incorporation is:

*NIGEL G. WITSEY
1695 WHISPERING DRIVE WEST
LARGO, FL 33771*

CORRECT SPELLING: *NIGEL G. WITSEY*



Signature

ARTICLES OF INCORPORATION

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE / REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

N & C MARKETING, INC.

2. The name and address of the registered agent and office is:

**NIGEL G. WITSEY
1695 WHISPERING DRIVE WEST
LARGO, FL 33771**

Having been named as registered agent and to accept service of process for the stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature

Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA