

Division of Corporations

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P990000041223

Florida Department of State
Division of Corporations
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SECRETARY OF STATE
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FLORIDA PROFIT CORPORATION OR P.A.

Blue Horseshoe Marketing, Inc.

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**ARTICLES OF INCORPORATION
OF
BLUE HORSESHOE MARKETING, INC.
A FLORIDA CORPORATION**

The undersigned, acting as Incorporator of a Florida corporation ("Corporation") under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, hereby causes to be delivered the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is Blue Horseshoe Marketing, Inc.

ARTICLE II

ADDRESS

The mailing address of the Corporation is:

21771 West Mont Court
Boca Raton, Florida 33428

ARTICLE III

COMMENCEMENT OF CORPORATE EXISTENCE

The corporate existence shall begin on the date these Articles of Incorporation are filed with the Department of State.

ARTICLE IV

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

Prepared by:
Leonard K. Samuels, Esq.
Berger Davis & Singerman
100 N.E. 3rd Avenue, #400
Fort Lauderdale, FL 33301
(954) 525-9900 FL Bar No. 501610
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ARTICLE VCAPITAL STOCK

The Corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of Common Stock having a par value of One Dollar (\$1.00) per share.

ARTICLE VIINITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is Berger Davis & Singerman, 100 N.E. 3rd Avenue, Suite 400, Fort Lauderdale, Florida, 33301, and the name of the initial Registered Agent of the Corporation at that address is Leonard K. Samuels.

ARTICLE VIIINITIAL BOARD OF DIRECTORS

The Corporation shall initially have one(1) director to hold office until the first annual meeting of shareholders and her successors shall have been duly elected and qualified, or until her earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial director of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
PAMELA GELET	21771 West Mont Court Boca Raton, Florida 33428

ARTICLE VIIIINCORPORATOR

The name and address of the person signing these Articles are as follows:

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Name
LEONARD K. SAMUELS

Address
Berger Davis & Singerman
100 N.E. 3rd Avenue, #400
Fort Lauderdale, Florida 33301

ARTICLE IXAMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this
6th day of May, 1999.


LEONARD K. SAMUELS
Incorporator


STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

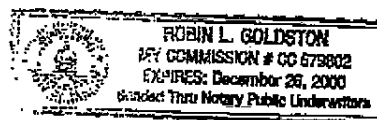
Sworn to and subscribed before me this 6th day of May, 1999, by LEONARD K. SAMUELS.

(X) Personally known to me; or

() Produced Identification; Type of Identification produced _____.

NOTARY PUBLIC:

Sign: 
Print Name: Robin L. Goldston
Commission No.: CC 579802
My Commission Expires: 12/26/00



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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of BLUE HORSESHOE MARKETING, INC., as made in the foregoing Articles of Incorporation, and agree to act in such 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 the initial Registered Agent of BLUE HORSESHOE MARKETING, INC.

Date: May 6, 1999


LEONARD K. SAMUELS
Initial Registered Agent**FILED**
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TALLAHASSEE FLORIDA