PAUL A. BALDOVIN, JR.
BOARD CERTIFIED WILLS,
TRUSTS AND ESTATES LAWYER
ROBERT S. SARAGA
ALSO ADMITTED IN NEW YORK
BRIAN LOUIS LIPSHY
ALSO ADMITTED IN WASH, D.C.

201 N.E. FIRST AVENUE DELRAY BEACH, FLORIDA 33444 (561) 330-0660 BOCA RATON (561) 361-0422 TELECOPY (561) 330-0610

June 22, 1999

Via Federal Express

Florida Department of State Division of Corporations 409 East Gaines Street Tallahassee, FL 32399 900002913139--9 -06/23/99--01051--005 *****122.50 ******78.75

Re:

INTERNATIONAL MARCOM, INC.

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of Articles of Incorporation and Certificate of Designation for Registered Agent regarding the above-reference. Also enclosed is our check in the amount of \$122.50 for filing of the Articles. A self-addressed return envelope is enclosed for your convenience in the return of the certified copy of the Articles of Incorporation.

Thank you.

Sincerely yours,

PAUL A. BALDOVIN, JR.

PAB/di

Enclosures

99 JUN 23 AM 10: 14
SELLICIARY OF STATE
TALLAHASSEE, FLORIDA

0/ C/11

ARTICLES OF INCORPORATION

OF

INTERNATIONAL MARCOM, INC.

99 JUN 23 AM IO: 14
SECKE FARY OF STATE
ALLAHASSEE, FLORIDA

The undersigned files these Articles of Incorporation for the purpose of forming a Corporation under and pursuant to the laws of the State of Florida providing for the formation, liability, privileges, rights and immunities of a corporation for profit, and does hereby organize the Corporation with the name set forth below and adopts the following Articles of Incorporation.

ARTICLE I

The name of the Corporation is INTERNATIONAL MARCOM, INC. (the "Corporation").

ARTICLE II

The period of duration of the Corporation is perpetual.

ARTICLE III

The purpose for which the Corporation is organized is the transaction of any or all lawful business under the Florida General Corporation Act.

ARTICLE IV

The aggregate number of all classes of stock which the Corporation has authority to issue is 100 shares, no par value.

ARTICLE V

No shareholder shall have any preemptive right whatsoever, and cumulative voting shall not be permitted.

ARTICLE VI

The principal place of business of the Corporation shall be Palm Beach County, Florida, and its mailing address shall be:

6357 N.W. 23rd Street Boca Raton, Florida 33434

ARTICLE VII

The name of the registered agent and the street address of the initial registered office of the Corporation is:

Baldovin, Saraga & Lipshy, P.A. 201 N.E. First Avenue Delray Beach, Florida 33444

ARTICLE VIII

The names and street addresses of the initial officers and directors, who shall hold office until the first meeting of the shareholders or until a successor shall have been elected and qualified, is as follows:

<u>NAME</u>		<u>ADDRESS</u>	- - m
Christopher Jenney President/Treasurer/Secretary/Director		6357 N.W. 23rd Street Boca Raton, FL 33434	

The number of directors may be increased or decreased from time to time by amendment to the By-Laws of the Corporation, provided that the Corporation shall at all times have at least one director.

ARTICLE IX

The Corporation shall indemnify its directors, officers, employees, incorporator, and agents to the fullest extent permitted by law.

ARTICLE X

The names and address of the Incorporator of the Corporation is as follows:

NAME
ADDRESS

Christopher Jenney
6357 N.W. 23rd Street
Boca Raton, Florida 33434

IN WITNESS WHEREOF, I have hereunto set my hand this 21 day of June, 1999.

INCORPORATOR

Christopher Jenney

STATE OF FLORIDA) '
) SS
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 21 day of June, 1999 by Christopher Jenney, who is personally known to me or who has produced as identification.

Notary Public

Paul A. Baldovin, Jr.
MY COMMISSION # CC677520 EXPIRES
January 2, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, 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 INTERNATIONAL MARCOM, INC.
- 2. The name and address of the registered agent and office is:

OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Baldovin, Saraga & Lipshy, P.A. 201 N.E. First Avenue Delray Beach, Florida 33444

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE 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

BALDOVIN, SARAGA & LIPSHY, P.A.

Paul A. Baldovin, Jr., Esq.

Dated: June 2 (, 1999