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99 JUL 26 AM 10:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 318408 8676A

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : \$ 70.00

ORDER DATE : July 23, 1999

ORDER TIME : 11:27 AM

ORDER NO. : 318408-005

400002942124--1

CUSTOMER NO: 8676A

CUSTOMER: Elaine R. Steeris, Legal Asst
MERRILL BOOKSTEIN, ESQ
MERRILL BOOKSTEIN, ESQ
4800 North Federal Highway
Suite 201b
Boca Raton, FL 33431

DOMESTIC FILING

NAME: VALUE ADDED MARKETING, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: ~~Janna Wilson~~

Janine Lazzarini
EXAMINER'S INITIALS: *196*

7/27/99

RECEIVED
99 JUL 26 PM 3:55
SECRETARY OF STATE
OFFICE OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

99 JUL 26 AM 10: 25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
VALUE ADDED MARKETING, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

VALUE ADDED MARKETING, INC.

The address of the principal office of this corporation shall be 4800 North Federal Highway Suite 201B, Boca Raton, Florida 33431, c/o Merrill Bookstein, Esq. and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 4800 North Federal Highway, Suite 201B, Boca Raton, Florida 33431, and the name of the initial registered agent of the corporation at that address is Merrill A. Bookstein, ESQ.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Thomas Woolsey Dir.	c/o Merrill Bookstein, Esq. 4800 North Federal Highway Suite 201B Boca Raton, Florida 33431
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Stanley Greenblatt Dir.	c/o Merrill Bookstein, Esq. 4800 North Federal Highway Suite 201B Boca Raton, Florida 33431
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Merrill Bookstein Dir.	4800 North Federal Highway Suite 201B Boca Raton, Florida 33431
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ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Thomas Woolsey Pres.	c/o Merrill Bookstein, Esq. 4800 North Federal Highway Suite 201B Boca Raton, Florida 33431
Stanley Greenblatt V. Pres.	c/o Merrill Bookstein, Esq. 4800 North Federal Highway Suite 201B Boca Raton, Florida 33431
Merrill Bookstein Sec./Treas.	4800 North Federal Highway Suite 201B Boca Raton, Florida 33431

ARTICLE VIII. INCORPORATOR

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

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on July 26, 1999

CORPORATION SERVICE COMPANY

By: Patricia G. Pizzuto
It's agent, Patricia G. Pizzuto

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

FILED

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. TALLAHASSEE, FLORIDA

99 JUL 26 AM 10: 25
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

1. The name of the corporation is: Value Added Marketing, Inc.

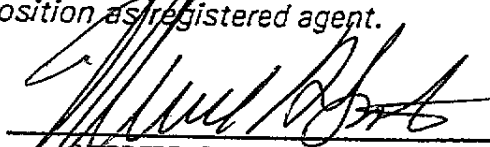
2. The name and address of the registered agent and office is:

MERRILL A. BOOKSTEIN, ESQ
(Name)

4800 N. FEDERAL HIGHWAY, SUITE 201B
(P.O. Box NOT acceptable)

BOCA RATON, FL. 33431
(City/State/Zip)

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 obligations of my position as registered agent.

SIGNATURE 

MERRILL A. BOOKSTEIN, ESQ
AS AGENT

DATE _____

REGISTERED AGENT FILING FEE: \$35.00