

DELMER C. GOWING III, P.A.

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ATTORNEYS AND COUNSELORS AT LAW

DELMER C. GOWING, III*
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*ALSO ADMITTED IN
MICHIGAN AND ILLINOIS

P99000068018

July 23, 1999

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

FILED
99 JUL 26 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: United Marketing Group, Inc.
Clockwise.com, Inc.

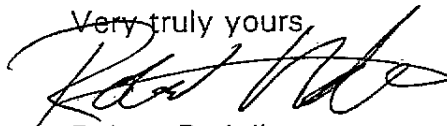
200002941822--3
-07/26/99-01148-006
****157.50 *****78.75

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for the above named corporations, together with a check in the amount of \$157.50 made payable to the Department of State to cover the state filing fees as well as the charge for certificates of incorporation therefor.

Thank you for your assistance on this matter.

Very truly yours,


Robert R. Adler

Robert R. Adler GAVE
AUTHORIZATION BY PHONE TO
CORRECT Article IV
DATE 7-30-99
DOC. EXAM OK

RRA/bb
Enclosures

C. GALLMON-CASE JUL 30 1999

ARTICLES OF INCORPORATION

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

ARTICLE I

The name of the corporation shall be Clockwise.com, Inc.

ARTICLE II

The principal place of business and mailing address of this corporation shall be 3800 South Ocean Drive, Suite 219, Hollywood, Florida 33019.

ARTICLE III

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 50,000.

ARTICLE IV

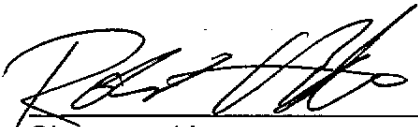
The name and street address of the initial registered agent are:
Delmer C. Gowing III, P.A., 101 S.E. 6th Avenue, Delray Beach, FL 33483-5261.

ARTICLE V

The name and address of the incorporator to these Articles of Incorporation is: Robert R. Adler, Delmer C. Gowing III, P.A., 101 S.E. 6th Avenue, Delray Beach, Florida, 33483.

ARTICLE VI

The corporation shall become effective as of July 23, 1999.

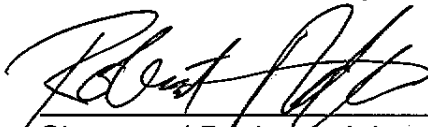


Signature/ Incorporator

7-23-99

Date

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/ Registered Agent

7-23-99

Date

C/O DELMER C. GOWING III, P.A.

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