

(SAMPLE LETTER OF TRANSMITTAL)

Date August 3, 1999

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

100002952321--3

-08/06/99--01025--015

****122.50 ****78.75

Re: Desalda Marketing Consultants, Inc.

(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

Mike S. Soueld

(individual's name)

Desalda Marketing Consultants, Inc.

(name of corporation)

MAILING ADDRESS OF CORPORATION

9701 W. Atlantic Avenue
Delray Beach, FL 33447

PHONE

(561) 638-8300

Area Code

Number

Ext.

K. Rolfe

AUG 12 1999

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

Desalda Marketing Consultants, Inc.
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Desalda Marketing Consultants, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida. marketing consultation

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue five hundred shares (500) of Common Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

NAME	<u>Desalda Marketing Consultants, Inc.</u>		
ADDRESS	<u>9701 W. Atlantic Avenue</u>		
CITY	<u>Delray Beach</u>	FLORIDA	ZIP <u>33447</u>

The name and street address of the Initial Registered Agent of this Corporation is:

NAME	<u>Mike S. Soueid</u>		
ADDRESS	<u>1501 NW 8th Street</u>		
CITY	<u>Boca Raton</u>	FLORIDA	ZIP <u>33486</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	<u>Mike S. Soueid</u>		
ADDRESS	<u>1501 NW 8th Street</u>		
CITY	<u>Boca Raton</u>	STATE: <u>FL</u>	ZIP <u>33486</u>
NAME	<u>Wayne G. Cummings</u>		
ADDRESS	<u>4258 NW 6th Court</u>		
CITY	<u>Deerfield Beach</u>	STATE: <u>FL</u>	ZIP <u>33442</u>
NAME	<u>Thomas G. Spirelli</u>		
ADDRESS	<u>20905 La Questa Court</u>		
CITY	<u>Boca Raton</u>	STATE: <u>FL</u>	ZIP <u>33498</u>

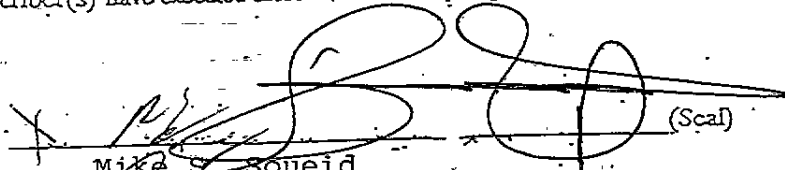
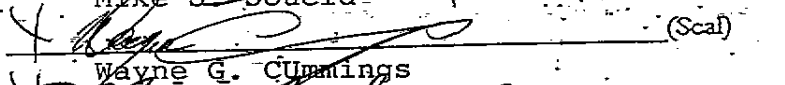
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Mike S. Soueid		
ADDRESS	1501 NW 8th Street		
CITY	Boca Raton	STATE	FL ZIP 33486
NAME	Wayne G. Cummings		
ADDRESS	4258 NW 6th Court		
CITY	Deerfield Beach	STATE	FL ZIP 33442
NAME	Thomas G. Spirelli		
ADDRESS	20905 La Questa Court		
CITY	Boca Raton	STATE	FL ZIP 33498

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 3rd day of August, 1999

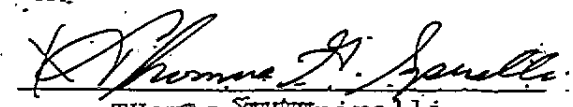
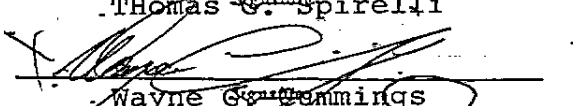
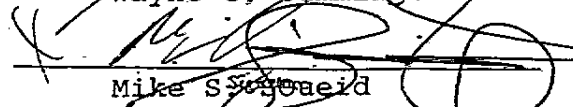
 (Seal)
Mike S. Soueid
 (Seal)
Wayne G. Cummings
 (Seal)
Thomas G. Spirelli

STATE OF FLORIDA)

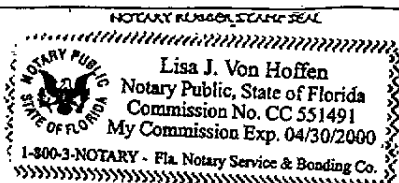
COUNTY OF Broward)

SS

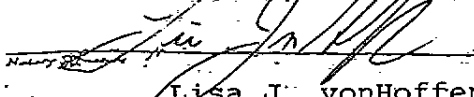
before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared:

 5164-827-43-310-0 Florida DL
Thomas G. Spirelli Form of Identification
 C552-887-60-131 Florida DL
Wayne G. Cummings Form of Identification
 S300-552-64-175-0 Florida DL
Mike S. Soueid Form of Identification

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, who acknowledged before me that they executed these Articles of Incorporation, that I relied upon the form of identification of the above named person as indicated opposite each name, and that an oath (was)(was not) taken.



Witness my hand and official seal in the County and State last aforesaid this 3rd day of August, 1999


Lisa J. vonHoffen

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

Desalda Marketing Consultants, Inc.
(name of corporation)

99 AUG -6 AM 10:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation
at 9701 W. Atlantic Avenue

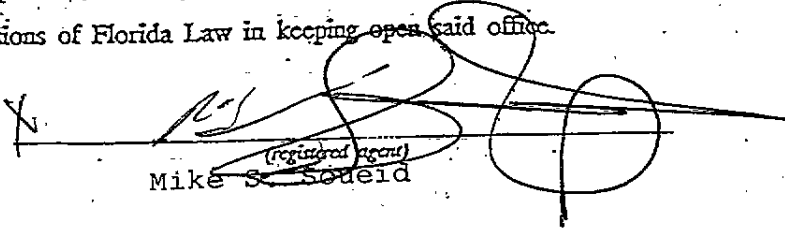
Delray BEach, Fl 33447

has named Mike S. Soueid

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.


(Registered Agent)
Mike S. Soueid