

P990000078381
LAW OFFICE OF
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A professional association

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August 10, 1999

Florida Secretary of State
Division of Corporations
New Filings Section
P.O. Box 6327
Tallahassee, Florida 32314

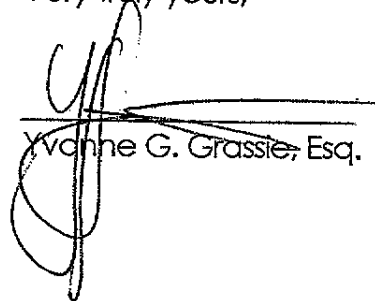
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*****78.75 *****78.75

Dear Sir/Madam:

I have enclosed for filing, two originals of the Articles of Incorporation for SB Marketing Group, Inc. along with a check in the amount of \$78.75 for the filing fee. Please file the Articles, certify one copy and return it in the enclosed self addressed, stamped envelope.

Thank you for your assistance.

Very truly yours,


Yvonne G. Grassie, Esq.

encl.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION OF SB MARKETING GROUP, INC.

The undersigned, desiring to form a corporation in accordance with Chapter 607 of the Florida Statutes, does hereby adopt the following Articles of Incorporation.

ARTICLE ONE NAME

The name of the corporation is SB Marketing Group, Inc. (the "Corporation").

ARTICLE TWO PURPOSE

The purposes for which the Corporation is organized are as follows:

1. To engage generally in the business of a corporation as the same is now or hereafter defined by statute, rule or regulation, and in connection therewith to own property, to enter into contracts, and to transact any lawful business related thereto;

2. To engage in such other business as may be authorized or permitted by Chapter 607 of the Florida Statutes.

ARTICLE THREE PRINCIPAL OFFICE

The principal office of the Corporation shall be located at 4014 Chase Avenue, Suite 211, Miami Beach, Florida, 33140.

ARTICLE FOUR REGISTERED AGENT

The registered agent for the Corporation shall be Spencer Safran, 4333 Pine Tree Drive, Miami Beach, Florida, 33140.

ARTICLE FIVE DIRECTORS

The Corporation shall initially have two directors, which number may be increased or decreased pursuant to the bylaws of the Corporation but shall never be fewer than one. The initial directors shall be Spencer Safran, 100 Lincoln Road, Miami Beach, FL 33139, and Lance Burstyn, 4333 Pine Tree Drive, Miami Beach, Florida 33140.

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**ARTICLE SIX
STOCK**

The aggregate number of shares of stock which the Corporation is authorized to issue is 1,000 shares of Common Stock, par value \$.01 per share.

**ARTICLE SEVEN
INITIAL CAPITAL**

The amount of stated capital with which the Corporation shall begin business is Ten Dollars (\$10.00).

**ARTICLE EIGHT
DURATION**

The duration of the Corporation shall be perpetual.

In witness whereof, the undersigned has executed these Articles of Incorporation this 8/25 day of August, 1999.

By: Spencer Safran
Spencer Safran
Incorporator

I accept my position as registered agent.

By: Spencer Safran
Spencer Safran
Registered Agent

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TALLAHASSEE, FLORIDA