

**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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1.) *Mothercodes Marketing*
(CORPORATE NAME & DOCUMENT #)

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2.)
(CORPORATE NAME & DOCUMENT #)

3.)
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5.)
(CORPORATE NAME & DOCUMENT #)

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TALLAHASSEE, FLORIDA

SPECIAL INSTRUCTIONS

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DIVISION OF CORPORATE REGISTRATION
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ARTICLES OF INCORPORATION

of

MOTHERLODE MARKETING, INC.

The undersigned subscribers to these Articles of Incorporation, all natural persons 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:

MOTHERLODE MARKETING, INC.

ARTICLE II - DURATION

The 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.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue ONE HUNDRED shares (100) of NO Dollar (\$-0-) 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 MOTHERLODE MARKETING, INC.
ADDRESS 7312 S. Olive Ave
CITY W. Palm Beach FLORIDA ZIP 33405

The name and street address of the Initial Registered Agent of this corporation

NAME Antonio Suarez
ADDRESS 7312 S. Olive Ave
CITY W. Palm Beach FLORIDA ZIP 33405

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have TWO (2) 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 directors of the corporation are:

NAME	Antonio Suarez	NAME	Lila Deeb
ADDRESS	7312 S. Olive Ave.	ADDRESS	515 Ocean Ave. #404 S
CITY	W. Palm Beach FL	CITY	Santa Monica Ca
	ZIP 33405		ZIP 90402

NAME
ADDRESS
CITY ZIP

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ARTICLE VII - INCORPORATORS

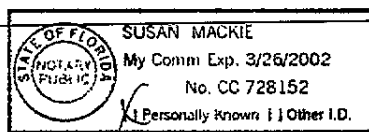
The name and address of the incorporator signing these Articles of Incorporation is:

NAME Antonio Suarez
ADDRESS 7312 S. Olive Ave.
CITY W. Palm Beach FLORIDA ZIP 33405

SIGNED

Antonio Suarez

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 18th day of September, 1999.



3/26/2002

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

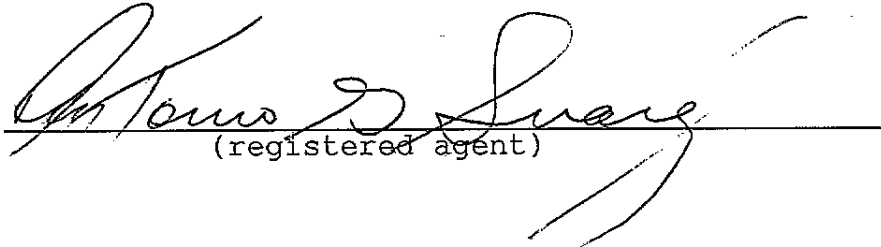
MOTHERLODE MARKETING, INC.

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 7312 S. Olive Ave has named Antonio Suarez
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)

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