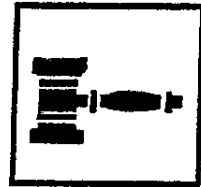


P99000088276

DOCUMENT TYPING SERVICE

2715 N. Cocoa Boulevard (U.S. 1)
Cocoa, Florida 32922
(407) 633-9353



10/1, 1999
Department of State
Division of Corporations
Corporate Records Bureau
P.O. Box 6327
Tallahassee, Florida 32301

EFFECTIVE DATE
1-1-2000

000003004770--8
-10/04/99--01130--009
*****78.75 *****78.75

Re: AMERICAN CITADEL MARKETING Inc.

Gentleman/Madam:

Enclosed is an original and one copy of Articles of Incorporation for the above named Corporation. In addition, a check in the sum of \$ 78.75 which represents the following:

feeling & Certificate

Please file the original of the enclosed Articles of Incorporation and return the necessary paperwork to the undersigned.

Yours very truly,

Connie L. Embury
Connie L. Embury

FILED
1999 OCT -4 AM 11:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10/16

EFFECTIVE DATE
1-1-2000

ARTICLES OF INCORPORATION
OF
AMERICAN CITADEL MARKETING INC.

FILED
1999 OCT -4 AM 11: 57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, INCORPORATOR, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be: AMERICAN CITADEL MARKETING INC.

The principal place of business of this corporation shall be:

7001 N. Atlantic Avenue #108, Cape Canaveral, Florida 32920.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact 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 aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is:
One Million (1,000,000) shares at one cent per share.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V COMMENCEMENT OF BUSINESS

This corporation shall commence doing business on January 1, 2000.

ARTICLE VI OFFICERS DIRECTORS

The name and street address of the initial officer and director, if any, who shall hold office the first year of the corporation's existence or until their successor is elected, is:

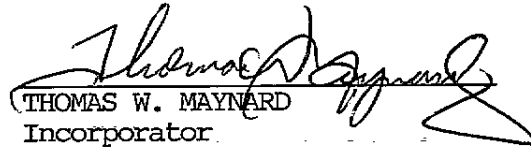
THOMAS W. MAYNARD
2700 Harbortown Drive
Merritt Island, Florida 32952

ARTICLE VII INCORPORATORS

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

THOMAS W. MAYNARD
2700 Harbortown Drive
Merritt Island, Florida 32952

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 24 day of Sept, 1999.


THOMAS W. MAYNARD
Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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.

FILED

1999 OCT -4 AM 11: 57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation: AMERICAN CITADEL MARKETING INC.
2. The name and address of the registered agent and office is: PAMELA
W. MAYNARD, 7001 N. Atlantic Avenue #108, Cape Canaveral, Florida
32920.

Pamela W. Maynard
PAMELA W. MAYNARD

Sec
Title:

9/24/99
Date:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION. AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

Pamela W. Maynard
PAMELA W. MAYNARD
Registered Agent:

Date: 9/24/99