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SAMUEL D. BALLEEN
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BOCA RATON, FLORIDA • TEL AVIV, ISRAEL

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October 26, 1999

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

500003026605--S
-10/27/99--01077--005
****140.00 *****70.00

Re: ^{marketing} Steele & Associates, Inc.
The A.S.I. Group, Inc.

Dear Sir/Madam:

Please file the attached articles of incorporation for the above referenced corporations. I have also enclosed a check in the amount of \$140.00 for both filing fees. If you have any questions, please call me.

Sincerely,

SDB

Sam Ballen

SDB/jr
Enclosures

FILED
1999 OCT 27 PM 2:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. Howell OCT 28 1999

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**SAMUEL D. BALLEEN
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**F A C S I M I L E
TRANSMITTAL**

DATE: October 28, 1999 **TIME:** 2:43 PM
TO: Angie **PHONE:** (850) 487-6925
FAX: (850) 487-6804
RE: Steele & Associates, Inc.
CC:

Number of pages including cover sheet:**Message**

Please file the articles of incorporation for the above corporation under the name of Steele Marketing, Inc.

Thank you in advance.

Yours Truly,

Sam Ballen

Sam Ballen

NOTICE OF CONFIDENTIALITY

THIS MESSAGE IS INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY TO WHICH IT IS ADDRESSED, AND MAY CONTAIN INFORMATION THAT IS PRIVILEGED, CONFIDENTIAL, AND EXEMPT FROM DISCLOSURE UNDER APPLICABLE LAW. IF THE READER OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT, OR THE EMPLOYEE OR AGENT RESPONSIBLE FOR DELIVERING THE MESSAGE TO THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION, OR COPYING OF THIS COMMUNICATION IS STRICTLY PROHIBITED. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE NOTIFY US IMMEDIATELY BY TELEPHONE, AND RETURN THE ORIGINAL MESSAGE TO US AT THE ABOVE ADDRESS VIA THE U.S. POSTAL SERVICE. THANK YOU.

FILED

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**ARTICLES OF INCORPORATION
OF**

STEELE MARKETING, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

**ARTICLE I
NAME**

The name of the corporation is STEELE MARKETING, INC.

**ARTICLE II
ADDRESS OF PRINCIPAL OFFICE/MAILING ADDRESS OF CORPORATION**

The address of the principal office and mailing address of the corporation is 840 NW 21st Way, Delray Beach, Florida 33445.

**ARTICLE III
AUTHORIZED SHARES**

The aggregate number of shares which the corporation is authorized to issue is 100 shares, no par value.

**ARTICLE IV
ADDRESS OF INITIAL REGISTERED OFFICE AND NAME OF INITIAL
REGISTERED AGENT**

The address of the initial registered office is 2101 Corporate Boulevard, Suite 101, Boca Raton, FL 33431. The name of the initial registered agent at that office is Samuel D. Ballen.

**ARTICLE V
NAME AND ADDRESS OF INCORPORATOR**

The name and address of the incorporator is Samuel D. Ballen, whose address is 2101 Corporate Boulevard, Suite 101, Boca Raton, FL 33431.

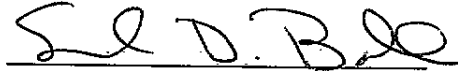
**ARTICLE VI
DURATION AND PURPOSE**

The duration of the corporation is perpetual and it is organized for the purpose of transacting any and all lawful business permitted under the laws of the State of Florida.

**ARTICLE VII
INDEMNIFICATION**

The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expense incurred by him in connection with or arising out of any

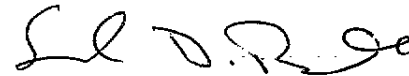
action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the corporation.



Samuel D. Ballen, Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as the registered agent for the corporation at the place designated in the foregoing articles of incorporation, I declare that I am familiar with and accept the obligations of that position, and hereby accept same and agree to act in that capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.



Samuel D. Ballen, Registered Agent

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TALLAHASSEE, FLORIDA