

9202341 PRODUCED MARKETING CONCEPTS, INC. 02/10/92

Secretary of State
Business Services and Regulation
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

7

CONTROL NUMBER: 9202341
EFFECTIVE DATE: 02/10/1992
COUNTY : DEKALB
REFERENCE : 0076
PRINT DATE : 02/17/1992
FORM NUMBER : 311

DAVID P. TITSHAW
1319 BRIARWOOD DRIVE
ATLANTA GA 30306

CERTIFICATE OF INCORPORATION

I, **MAX CLELAND**, Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify under the seal of my office that

PRODUCT MARKETING CONCEPTS, INC.

has been duly incorporated under the laws of the State of Georgia on the effective date stated above by the filing of articles of incorporation in the office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Max Cleland

MAX CLELAND
SECRETARY OF STATE

Verley J. Spivey

VERLEY J. SPIVEY
DEPUTY SECRETARY OF STATE

SECURITIES
656-2894

CEMETERIES
656-3079

CORPORATIONS
-1-2917

CORPORATIONS HOT LINE
404-656-2222
Outside Metro-Atlanta

ARTICLES OF INCORPORATION
OF
PRODUCT MARKETING CONCEPTS, INC.

The Articles of Incorporation of PRODUCT MARKETING CONCEPTS, INC. are as follows:

Article I.

The name of the corporation is PRODUCT MARKETING CONCEPTS, INC. (the "Corporation").

Article II.

The purpose of the Corporation is pecuniary gain and profit, and the general nature of the business or businesses to be transacted shall be to engage in any form or type of business for any lawful purpose or purposes not specifically prohibited to corporations for profit under the laws of the State of Georgia; and to have all the rights, powers, privileges and immunities which are now or hereafter may be allowed to corporations under the laws of the State of Georgia.

Article III.

The total number of shares of stock which the Corporation shall be authorized to issue is One Thousand (1,000) shares of One Dollar (\$1.00) par value capital stock, all of which shall be designated "Common Stock." The shares of Common Stock shall have unlimited voting rights and shall be entitled to receive all of the net assets of the Corporation upon liquidation or dissolution.

Article IV.

The initial registered office of the Corporation shall be 1319 Briarwood Drive, Atlanta, DeKalb County, Georgia 30306. The initial registered agent at such address shall be David P. Titshaw.

Article V.

The mailing address of the initial principal office of the Corporation is: 1319 Briarwood Drive, Atlanta, DeKalb County, Georgia 30306.

Article VI.

The initial sole member of the Board of Directors shall be David P. Titshaw whose address is 1319 Briarwood Drive, Atlanta, Georgia 30306:

Article VII.

The shareholders of the Corporation shall have such rights to take actions by written consent of less than all shareholders as may be permitted by Section 14-2-704(a) of the Georgia Business Corporation Code or as Georgia law may otherwise provide.

Article VIII.

To the fullest extent that the Georgia Business Corporation Code, as it exists on the date hereof or as it may hereafter be amended, permits the limitation or elimination of the liability of directors, no director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary

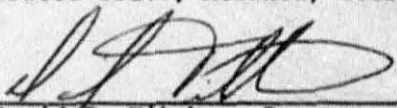
damages for breach of duty of care or other duty as a director. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

Article IX.

In discharging the duties of their respective positions and in determining what is believed to be in the best interests of the Corporation, the board of directors, committees of the board of directors, and individual directors, in addition to considering the effects of any action on the Corporation or its shareholders, may consider the interests of the employees, customers, suppliers, and creditors of the Corporation and its subsidiaries, the communities in which offices or other establishments of the Corporation and its subsidiaries are located, and all other factors such directors consider pertinent; provided, however, that this Article IX shall be deemed solely to grant discretionary authority to the directors and shall not be deemed to provide to any constituency any right to be considered.

Article X.

The name and address of the Incorporator of the Corporation are David P. Titshaw, 1319 Briarwood Drive, Atlanta, Georgia 30306.



David P. Titshaw, Incorporator

w:buchanan\PMC\articles


CERTIFICATE OF INCORPORATOR

TO: Secretary of State
Suite 315 West Tower
2 Martin Luther King, Jr. Drive
Atlanta, Georgia 30334

Pursuant to the Georgia Business Corporation Code
§ 14-2-201.1(a), I, David P. Titshaw, do hereby certify, verify
and confirm that the request for publication of a notice of
intent to file the articles of incorporation and payment therefor
have been made as required by the Georgia Business Corporation
Code § 14-2-201.1(b) for the corporation:

PRODUCT MARKETING CONCEPTS, INC.

This 7 day of February, 1992.


David P. Titshaw, Incorporator

I:\buchanan\PMC\certinc

TROUTMAN, SANDERS, LOCKERMAN & ASHMORE

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

ATTORNEYS AT LAW

ONE RAVINIA DRIVE

SUITE 1800

ATLANTA, GEORGIA 30346-2103

404/658-8000

CABLE: MAESTRO

TELECOPIER: 404-658-8135

WRITER'S DIRECT DIAL NUMBER

(404) 658-8314

Secretary of State of Georgia
Business Services and Regulation
2 Martin Luther King Jr. Drive
Suite 315, West Tower
Atlanta, GA 30334

Re: PRODUCT MARKETING CONCEPTS, INC.

Dear Sir or Madam:

Enclosed herewith for filing please find the original and two copies of the Articles of Incorporation and Certificate of Incorporator for PRODUCT MARKETING CONCEPTS, INC., together with your Form 227 and a check in the amount of \$60.00 to cover your fee for incorporation.

Please file these documents and return the Certificate of Incorporation to me at your earliest convenience.

Thank you for your assistance in this matter.

Sincerely,

Nancy L. Buchanan

Nancy L. Buchanan
Legal Assistant

Enclosure



MAX CLELAND
Secretary of State
State of Georgia

BUSINESS SERVICES AND REGULATION

Suite 315, West Tower
2 Martin Luther King Jr., Drive
Atlanta, Georgia 30334-1530
(404) 656-2817

J. F. GULLION
Director

TRANSMITTAL INFORMATION FOR GEORGIA
PROFIT OR NONPROFIT CORPORATIONS

DO NOT WRITE IN SHADED AREA - SOS USE ONLY

DOCKET #	<u>920980221</u>	PENDING CONTROL #	<u>P002601</u>	CONTROL #	<u>9209341</u>
Docket Code	<u>311</u>	Corporation Type	<u>DP</u>		
Date Filed	<u>2/10/92</u>	Amount Received \$	<u>60.00</u>	Check/Receipt #	<u>10529</u>
Jurisdiction (County) Code	<u>FF</u>				
Examiner	<u>TC</u>	Date Completed	<u>2/17</u>		

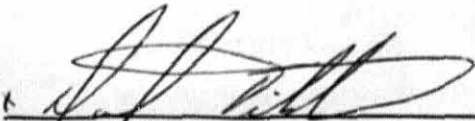
NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM.
INSTRUCTIONS ARE ON THE BACK OF THIS FORM.

1.	Reserved via telephone on 2/4 by Nancy Buchanan of Troutman, Sanders	
	Corporate Name Reservation Number	<u>NR 920350713</u>
	Product Marketing Concepts, Inc.	<u>NAYV</u>
	Corporate Name (exactly as appears on name reservation)	
2.	David P. Titshaw	607-0544
	Applicant/Attorney	Telephone Number
	1319 Briarwood Drive	
	Address	
	Atlanta	Georgia
	City	State
		30306
		Zip Code

3. NOTICE: THIS FORM DOES NOT REPLACE THE ARTICLES OF INCORPORATION. MAIL OR DELIVER DOCUMENTS AND THE SECRETARY OF STATE FILING FEE TO THE ABOVE ADDRESS. DOCUMENTS SHOULD BE SUBMITTED IN THE FOLLOWING ORDER. (A COVER LETTER IS NOT REQUIRED.)

1. FORM 227 - TRANSMITTAL FORM (ATTACH SECRETARY OF STATE FILING FEE OF \$60.00 TO THIS FORM)
2. ORIGINAL ARTICLES OF INCORPORATION
3. ONE COPY OF ARTICLES OF INCORPORATION

I understand that the information on this form will be entered in the Secretary of State business registration database. I certify that a Notice of Intent to Incorporate and a publishing fee of \$40.00 has been mailed or delivered to the authorized newspaper as required by law.


Authorized Signature

February 7, 1992
Date

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 000690729
CONTROL NUMBER : K202341
DATE INCORPORATED: 02/10/1992
DATE DISSOLVED : 07/06/1997
EFFECTIVE DATE : 03/07/2000
REFERENCE : 0045
PRINT DATE : 03/09/2000
FORM NUMBER : 122

DAVID P. TITSHAW
4605 PONTE VEDRA DRIVE
MARIETTA, GA 30067

CERTIFICATE OF REINSTATEMENT

I, Cathy Cox, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that

PRODUCT MARKETING CONCEPTS, INC.
A DOMESTIC PROFIT CORPORATION

was incorporated and later dissolved on the dates stated above. Said corporation has filed an application for reinstatement, has paid all fees and penalties due to the Secretary of State, and has filed an updated annual registration. Attached hereto is a true and correct copy of said application.

WHEREFORE, said corporation is hereby reinstated as of the effective date of this certificate, having met the requirements for reinstatement under Title 14 of the Official Code of Georgia Annotated. The corporation's reinstatement shall relate back to and take effect as of the date of the administrative dissolution and the corporation may resume its business as if the administrative dissolution had never occurred.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Cathy Cox

Cathy Cox
Secretary of State



Cathy Cox
Secretary of State

CORPORATION
Suite 315 West
2 Martin Luther King
Atlanta, Georgia 30334-1530
(404) 656-2817

690729
~~690739~~

DAVID P. TITSHAW
4605 PONTE VEDRA DRIVE
MARIETTA, GA 30067

Reservation Number : 000591319
Control Number : K202341
Date Dissolved : 07/06/1997
Telephone Number : (404)656-2817
Amount Due : \$175.00
Print Date : 02/28/2000
Form Number : 522

APPLICATION FOR REINSTATEMENT OF A DOMESTIC CORPORATION

Pursuant to the provisions of Title 14 of the Official Code of Georgia Annotated, the undersigned domestic corporation hereby applies to the Secretary of State for a certificate of reinstatement of a domestic corporation and submits the following:

PRODUCT MARKETING CONCEPTS, INC.

Was administratively dissolved by the Office of Secretary of State on the date stated above for failure to comply with the requirements of Title 14 of the Official Code of Georgia Annotated. Grounds for the dissolution either did not exist or have been eliminated. All taxes owed by the corporation have been paid. The name, satisfying the requirements of Title 14 of the Official Code of Georgia Annotated, by which the corporation will hereafter be known is

PRODUCT MARKETING CONCEPTS, INC.

This application must be accompanied by the annual registration and the amount due above which is the sum of the filing fee, and the total annual fees.

Complete and return all copies of this form with a check made payable to the Secretary of State for the amount due above. This application must be signed by the Chairman of the Board of Directors, President, or other Corporate Officer.

 CEO

March 5, 2000

Signature & Title

Date

BSR
MAY 1 9 12 AM '00
SECRETARY OF STATE