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JUPITER LAW CENTER

a private law firm

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Attorneys at Law

RICHARD P. GUMSON *
ADAM S. GUMSON

ANDREW E. PASTOR
* also admitted to New York Bar

August 30, 2000

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*****70.00 *****70.00

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301

Re: A & G Advertising, Inc.

FILED
00 SEP -7 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Gentlemen:

Enclosed are an original and one (1) copy of Articles of Incorporation relative to the above corporation.

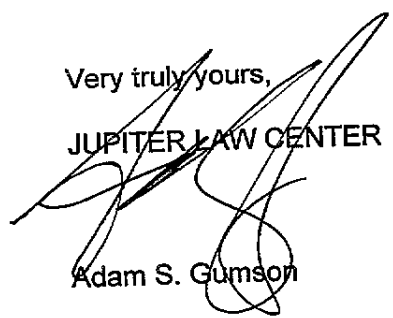
Kindly file the original and return the copy along with your customary receipt.

My check, in the amount of \$70.00, is also enclosed in payment of your fees.

Thank you for your anticipated courtesies and prompt attention to this matter.

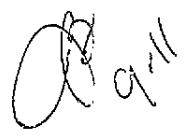
Very truly yours,

JUPITER LAW CENTER



Adam S. Gumson

ASG:sa
Encs.



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ARTICLES OF INCORPORATION
OF
A & G ADVERTISING, INC.

FILED
00 SEP -7 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a Corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

The name of the Corporation is:

A & G ADVERTISING, INC.

ARTICLE II

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III

The Corporation is organized to conduct any and all lawful business.

ARTICLE IV

The capital stock authorized, the par value thereof and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$1.00	Common

ARTICLE V

This Corporation shall indemnify and insure its Officers and Directors, or any former Officers and Directors, to the fullest extent permitted by law either now or thereafter.

ARTICLE VI

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and Shareholders, but the Shareholders may provide in any by-laws made by them that such by-laws shall not be altered, amended or repealed by the Board of Directors.

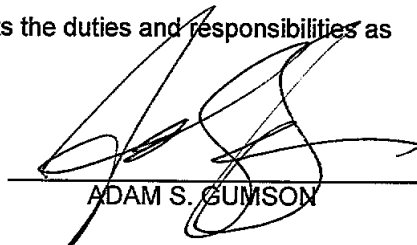
ARTICLE VII

To the fullest extent allowable by law, the Board of Directors may establish committees of Directors consisting of two or more persons and the Directors may rely on information, opinions, reports or statements, including financial statements and other financial data prepared or presented by such committee.

ARTICLE VIII
REGISTERED AGENT/OFFICE AND MAILING ADDRESS

The address of the initial mailing office of the Corporation is: c/o JUPITER LAW CENTER, Chasewood Plaza - Suite 30, 6390 Indiantown Road, Jupiter, Florida 33458, with the privilege of having its offices and branch offices at other places within or without the State and the name of its initial registered agent at such address is ADAM S. GUMSON, ESQ., who hereby acknowledges that he is familiar with and accepts the duties and responsibilities as Registered Agent for said corporation.

Registered Agent's Acceptance:



ADAM S. GUMSON

ARTICLE IX

The number of Directors constituting the initial Board of Directors of the Corporation is one (1), and the name and address of the person who is to serve as Director until the first annual meeting of Shareholders or until his successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
PIERRE GAUDREAU	5562 Northeast 29 th Avenue Fort Lauderdale, FL 33308

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE X

The name and address of the Incorporator is:

NAME

ADDRESS:

PIERRE GAUDREAU

5562 Northeast 29th Avenue
Fort Lauderdale, FL 33308

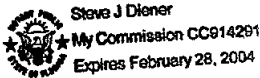
IN WITNESS WHEREOF, the undersigned Incorporator has executed these

Articles of Incorporation on this 31ST day of August, 2000.



PIERRE GAUDREAU

STATE OF FLORIDA) SS.:
COUNTY OF PALM BEACH)



The foregoing instrument was acknowledged before me this 31ST day
of August, 2000, by PIERRE GAUDREAU, who is personally known to me or who has
produced a Drivers License as identification.



NOTARY PUBLIC - STATE OF FLORIDA

STEVE J. DIENER
NOTARY'S NAME PRINTED, STAMPED OR TYPED