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FILE NUMBER: 1177.01

NANCY S. HOLZMAN

OF COUNSEL

LARRY H. SCHNIR

April 18, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Zuckerman • O'Donnell Advertising, Inc.

Dear Sir/Madam:

400001788149
-04/22/96--01061--004
*****122.50 *****122.50

Please find enclosed for filing the Original and two copies of the Articles of Incorporation for the above-styled entity desiring to organize under the laws of the State of Florida, as well as the requisite filing fee of \$122.50. Should the Shareholder's Agreement be required to be filed with your office, please advise me at 800-795-0995. Otherwise, I will simply maintain the Agreement in the Corporate Records Book.

Please send me the following information packets:

1. How to form a Florida Corporation for Profit;
2. How to form a Florida Corporation Not-for-Profit; and
3. Form Annual Report.

I have provided a self-addressed, stamped envelope for return of the date-stamped Articles of Incorporation. Should you have any questions in this regard, please do not hesitate to contact the undersigned. Thank you for your assistance in this matter.

Monica L. Ray GAVE

Very truly yours,
Monica L. Ray

Monica L. Ray
Legal Assistant to Jeff M. Brown

AUTHORIZATION BY PHONE TO
CORRECT *Eff. Date*
DATE *4/25/96*
DOC EXAM *James Brown*
mlr

Enclosures as stated:

CherylSecy-St.ltr/mlr

D. BROWN APR 25 1996

ARTICLES OF INCORPORATION
OF
ZUCKERMAN • O'DONNELL ADVERTISING, INC.

FILED
96 APR 22 10:10:24
TALLAHASSEE, FLORIDA

The undersigned hereby makes and subscribes to these Articles of Incorporation intending to form a corporation under the provisions of the Florida Statutes.

ARTICLE I

The name of this corporation is ZUCKERMAN • O'DONNELL ADVERTISING, INC.

ARTICLE II

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida. While engaging in such activity or business, it may exercise all of the powers and privileges conferred by the Florida General Corporation Act as presently in effect and as it may be amended from time to time in the future.

ARTICLE III

The aggregate number of shares which the Corporation shall have the authority to issue shall be 10,000 at \$.01 par value common shares.

All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, but not labor or services, may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE IV

The street address of the Corporation shall be 170 N.E. 2nd Street, Suite 578, Boca Raton, Florida 33429. The name of the Corporation's initial registered agent is MONICA L. RAY.

ARTICLE V

The number of directors constituting the Initial Board of Directors of this Corporation is two. The names and street addresses of the initial directors of this Corporation are:

<u>Name</u>	<u>Address</u>
CHERYL ZUCKERMAN	320 Plaza Real #217, Boca Raton, Florida 33432
MARGARET O'DONNELL	244 Jamaica Lane, Palm Beach, Florida 33480

The initial directors may serve from time to time and may, by resolution, fix the number constituting the Board of Directors and may also name the persons to fill vacancies on the Board of Directors created by an increase in the number of directors which occurs between annual meetings.

ARTICLE VI

The name and address of the incorporator is CHERYL ZUCKERMAN, 320 Plaza Real #217, Boca Raton, Florida 33432.

ARTICLE VII

It is the intention of the Corporation to indemnify its officers, directors, employees and agents to the extent permitted by Section 607.0850, Florida Statutes.

ARTICLE VIII

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the shareholders of the Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

ARTICLE IX

Directors of this Corporation need not be residents of the State of Florida, unless otherwise provided in the By-Laws of the Corporation.

The shareholders of this Corporation shall have exclusive authority to fix the compensation of directors of this Corporation, unless otherwise provided in the By-Laws.

ARTICLE X

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of a conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

ARTICLE XI

The Corporation, its shareholders, or any combination of the Corporation and its shareholders, may enter into agreements limiting or restricting free transfers of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements and when the existence of such agreement is noted on the fact or on the back of the certificates representing any such shares, such agreements will be binding and enforceable upon any transferee or successor of any party to such agreement.

ARTICLE XII

The effect date of this Corporation shall be the date that these articles are filed.

Dated this 11 day of April, 1996.

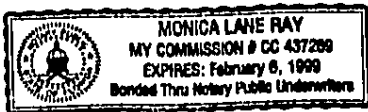

CHERYL ZUCKERMAN, Incorporator

STATE OF FLORIDA :
:
COUNTY OF PALM BEACH:

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgements, personally appeared CHERYL ZUCKERMAN to me known to be the person described n and who executed the foregoing Articles of Incorporation of ZUCKERMAN • O'DONNELL ADVERTISING, INC., and she acknowledged before me that she subscribed to these: Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 11 day of ~~March~~, 1996.

^{April}
[SEAL]




MONICA L. RAY, Notary Public
My Commission Expires: 2/6/99

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING THE AGENT UPON
WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 620.192, Florida Statutes, the following is submitted:

That ZUCKERMAN • O'DONNELL ADVERTISING, INC. desiring to organize under the laws of the State of Florida, with its principal place of business at 170 N.E. 2nd Street, Suite 1968, Boca Raton, Florida 33432, has named MONICA L. RAY, located at P.O. Box 3004, Boca Raton, Florida 33431, as its agent to accept service of process within Florida.

ACKNOWLEDGEMENT:

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 performance of my duties.



MONICA L. RAY