

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

AFFILIATE SERVICES, INC.

FILED
97 FEB 10 AM 8:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

866 S.W. 9TH STREET CIRCLE # 105
BOCA RATON, FL 33486

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 SHARES

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

D. BRYAN SMITH
866 S.W. 9TH STREET CIRCLE # 105
BOCA RATON, FL 33486

ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

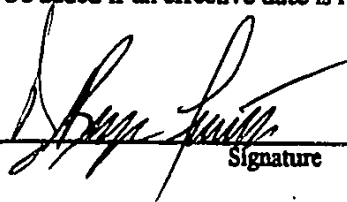
The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

BRYAN SMITH
866 SW 9TH STREET CIRCLE
BOCA RATON, FL 33486

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

1 day of FEBRUARY, 19 97.

(An additional article must be added if an effective date is requested.)



Signature

Signature

Signature

Notarization is not required

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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.

1. The name of the corporation is AFFILIATE SERVICES, INC.

2. The name and address of the registered agent and office is:

D. BRYAN SMITH
(NAME)

866 S.W. 9TH STREET CIRCLE # 105
(P. O. Box or Mail Drop Box NOT ACCEPTABLE)

BOCA RATON, FL 33486
(CITY/STATE/ZIP)

97 FEB 10 AM 8:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(SIGNATURE)

2-7-97
(DATE)