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GLENN T. SHELBY, P.A.

Attorney at Law
Certified Circuit Court Mediator

2323 South Florida Avenue • Lakeland, Florida 33803 • 941-688-5838

FILED

02 APR 10 AM 9:19

SECRETARY OF STATE
TALLAHASSEE FLORIDA

April 4, 2002

Secretary of State
Division of Corporations
P. O. Box 6327
409 East Gaines Street
Tallahassee, FL 32399

200005234822--2

-04/10/02--01017--023

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

RE: AGB USA, INC.

Dear Secretary:

Enclosed please find the original Articles of Incorporation for AGB USA, INC. Our check in the amount of \$70.00 is also enclosed to cover the filing fee.

Thank you very much.

Sincerely,

Glenn T. Shelby
GLENN T. SHELBY

JS

GTS:awj
Enclosures

D. WHITE APR 18 2002

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ARTICLES OF INCORPORATION

OF

AGB USA, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE ONE NAME

The name of the corporation is AGB USA, INC.

ARTICLE TWO CORPORATE DURATION

The duration of the corporation is perpetual from the date of incorporation.

ARTICLE THREE PURPOSES

The general purposes for which the corporation organized are:

1. To engage in the sale of television audience information and related application software.

2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.

3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is one thousand. Such shares shall be of a single class, and shall be without par value.

ARTICLE FIVE

REGISTERED OFFICE AND AGENT AND BUSINESS ADDRESS

The street address of the initial registered office of the corporation is 3300 Bridgefield Dr., Lakeland, FL 33803 and the name of the initial registered agent at such address is Roger Caram-Andruet. The business address is the same as the initial registered office address.

ARTICLE SIX

OFFICERS AND DIRECTORS

The number of directors constituting the initial board of directors of the corporation is six. The name and address of the persons who are to serve as members of the board of directors, and the offices they are to hold, if any, are:

Dr. Hector Caram-Andruet 3300 Bridgefield Dr. Lakeland, FL 33803	President/Director
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Moraima Martinez Torre California 6 Piso, Av. San Francisco cr. Rio de Janeiro Macaracuay, Caracas 1070, Venezuela	Vice-President/Director
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Dr. Alberto Colussi AGB Media Services Nahseydi, 6-6374 Buochs Switzerland	Director
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Rolando Stalli Via Lattuada 9-20135, Milan, Italy	Director
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Paolo Palazzi-Xirinachs 651 South Wells Chicago, IL 60607	Treasurer/Director
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Roger Caram-Andruet
3300 Bridgefield Dr.
Lakeland, FL 33803

Secretary/Director

ARTICLE SEVEN
INCORPORATOR

The name and address of the incorporator is:

Hector Caram-Andruet 3300 Bridgefield Dr.
Lakeland, FL 33803

In witness whereof, for the purpose of forming this corporation under the laws of the State of Florida, I, have executed these Articles of Incorporation this 6 day of March, 2002.

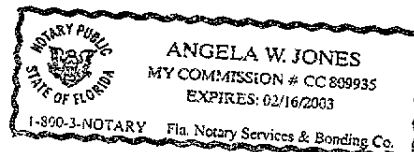
Hector Caram-Andruet

STATE OF FLORIDA
COUNTY OF POLK

I hereby certify that on this day before me the undersigned authority, personally appeared Hector Caram-Andruet, who is personally known to me and who did not take an oath, and who executed the foregoing instrument and acknowledged before me that he executed the same.

Witness my hand and seal in the above mentioned county and state this 6 day of March, 2002.

Angela W. Jones
NOTARY PUBLIC
MY COMMISSION EXPIRES:




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

In compliance with Section 607.325 of the Florida General Corporation Act, the following is submitted:

AGB USA, INC., with its place of business at 3300 Bridgefield Dr., Lakeland, FL 33803, has named Roger Caram-Andruet located at the same address as its agent to accept service of process within the State of Florida.

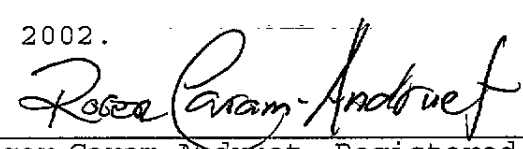
Dated this 6 day of March, 2002.



Hector Caram-Andruet, Pres.

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 and complete performance of my duties, and I accept the duties and obligations of Section 607.325 of the Florida General Corporation Act.

Dated this 6 day of March, 2002.



Roger Caram-Andruet, Registered Agent

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