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FLORIDA PROFIT CORPORATION OR P.A.

Albany Acquisition, Inc.

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ARTICLES OF INCORPORATION
OF
ALBANY ACQUISITION, INC.

The undersigned, acting as incorporator of Albany Acquisition, Inc. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is Albany Acquisition, Inc.

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ARTICLE II. ADDRESS

The mailing address of the corporation is:

c/o Mediagrif Interactive Technologies Inc.
1010 de Sérigny Street
Suite 800
Longueuil, Québec
Canada J4K 5G7

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence upon filing these articles of incorporation.

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of $.01 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 701 Brickell Avenue, Suit 300, Miami, Florida 33131, and the name of the corporation's initial registered agent at that address is Intrastate Registered Agent Corporation.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The names and street addresses of the initial directors are:

Name	Address
Jean Lesage	237 Jérôme Lalemant Boucherville, Québec, Canada J4B 1G2
Alain Miquelon	954 MacNaughton Mont-Royal, Québec, Canada H3R 3A5
Denis Gadbois	3120 Port-au-Persil Laval, Québec, Canada H7E 1C6

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

Name	Address
Brad Cole	100 North Tampa Street, Suit4e 4100 Tampa, Florida 33602

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of Florida, has executed these Articles of Incorporation this 23rd day of July, 2004.

Brad Cole, Incorporator

Having been named as registered agent to accept service of process for the above stated corporation, at the place designated in this document, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Dated this 23rd day of July, 2004.

Intrastate Registered Agent Corporation,

By: Chester E. Bachelle V.P.

Chester E. Bachelle, Vice President

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