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FLORIDA NON-PROFIT CORPORATION

RIGHT BRAIN, INC.

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

RIGHT BRAIN, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is: RIGHT BRAIN, INC.

ARTICLE II

Purpose

The purposes of the corporation are (i) to promote and develop creative issues within the advertising and public relations community which will qualify as a not-for-profit corporation under Section 501(c)6 of the Internal Revenue Code, in an effort to satisfy the common business interests of its members; (ii) to promote the various businesses of its members in the advertising industry; (iii) to promote and develop business relations among its members, (iv) to foster a mutually advantageous dialogue among its members; (v) to foster a mutually advantageous business climate for its members; (vi) to protect the common interests of its members; (vii) to address common problems affecting its members; and (viii) to receive, administer and expend funds to promote and represent the common business interests of and improve business conditions among its members.

In order to accomplish the foregoing purposes, and for no other purpose or purposes, this corporation shall have all powers granted to a corporation under the Act.

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ARTICLE III

Duration

The duration of the corporation shall be perpetual.

ARTICLE IV

Mailing Address

The mailing address of the corporation is 2699 South Bayshore Drive, Suite 900, Miami, Florida 33133.

ARTICLE V

Election of Directors

The number and manner of electing the directors of the corporation shall be as set forth in the corporation's By-laws, but at no time shall the corporation have less than three (3) directors. The names and addresses of the initial directors of the corporation, who, unless otherwise provided by the Articles of Incorporation or By-Laws, shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are as follows:

Alec Bogusky
2699 So. Bayshore Drive, Suite 900
Miami, Florida 33133

Eric Lear
2699 So. Bayshore Drive, Suite 900
Miami, Florida 33133

Matt Davis
2699 So. Bayshore Drive, Suite 900
Miami, Florida 33133

Teddi Alyce Segal
2699 So. Bayshore Drive, Suite 900
Miami, Florida 33133

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ARTICLE VI

Officers

The officers of this corporation shall be a Chairman of the Board, President, Treasurer and Secretary. Other officers may be established or appointed by the Board of Directors of the corporation. The qualification, the time and manner of electing or appointment, the duties of, the terms of office, and the manner of removing officers shall be as set forth in the By-Laws.

The names and addresses of officers, who are to serve in the capacities indicated for each for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are as follows:

Alec Bogusky 2699 So. Bayshore Drive, Suite 900 Miami, Florida 33133	Chairman of the Board
Matt Davis 2699 So. Bayshore Drive, Suite 900 Miami, Florida 33133	President
Eric Lear 2699 So. Bayshore Drive, Suite 900 Miami, Florida 33133	Treasurer
Teddi Alyce Segal 2699 So. Bayshore Drive, Suite 900 Miami, Florida 33133	Secretary

ARTICLE VII

Registered Office and Agent

The street address of the corporation's initial registered office is 100 S.E. 2nd Street, 17th Floor, Florida 33131. The name of the initial registered agent at such office is John C. Strickroot.

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ARTICLE VIII

Indemnification

(a) The corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he: (i) is or was a director of the corporation; (ii) is or was an officer of the corporation; or (iii) is or was serving at the request of the corporation as a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise.

(b) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VII, the Board of Directors of the corporation shall have, unless otherwise expressly prohibited by the Act, the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE IX

Limitations

No part of the net income of the corporation shall inure to the benefit of or be distributable to the members, directors, officers of the Corporation or to any other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered to the corporation and to make payments and distributions in furtherance of the purposes and objects set forth in Article II hereof.

Notwithstanding any other provision of these Articles, the corporation shall not conduct nor carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(6) of the Code, or corresponding provisions of any subsequent federal tax laws.

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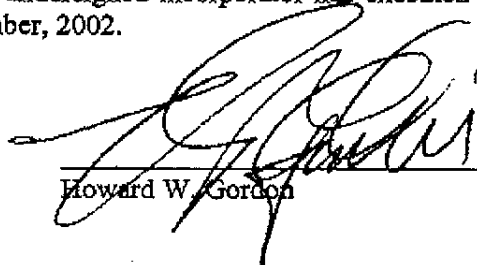
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ARTICLE X

Incorporator

The name and address of the incorporator of the corporation are: Howard W. Gordon, 100 S.E. 2nd Street, 17th Floor, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 20 day of November, 2002.


Howard W. Gordon

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CERTIFICATE DESIGNATING
RESIDENT AGENT AND
REGISTERED OFFICE

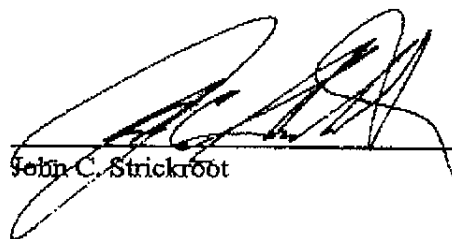
In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

DESIGNATION

RIGHT BRAIN, INC., desiring to organize under the laws of the State of Florida, hereby designates John C. Strickroot as its registered agent and 100 S.E. 2nd Street, 17th Floor, Miami, Florida 33131, as its registered office.

ACCEPTANCE

Having been named as registered agent for the above-named corporation, I hereby agree to act in such capacity for the corporation at its designated registered office.


John C. Strickroot

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