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IN-HOUSE ADVERTISING AND MARKETING, INC.
16940 S.W. 78th PLACE
MIAMI, FLORIDA 33157

July 6, 2000

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-07/10/2000-01133-011
*****78.75 *****78.75

State of Florida
Division of Corporations
P.O. BOX 6327
Tallahassee, FL 32314

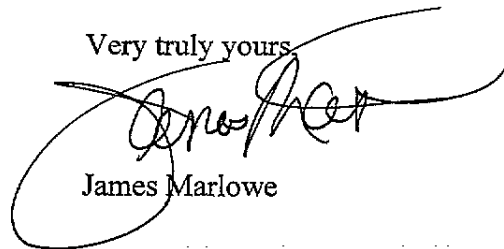
Gentlemen:

Enclosed are the following regarding the incorporation of **IN-HOUSE
ADVERTISING AND MARKETING, INC:**

1. Articles of Incorporation
2. Check for \$ 78.75

Please notify me if there are any problems.

Very truly yours,



James Marlowe

FILED
00 JUL 10 AM 11:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten initials and date: 5/20/00

ARTICLES OF INCORPORATION
OF
IN-HOUSE ADVERTISING AND MARKETING, INC.

00 JUL 10 AM 11:49
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME.

The name of this corporation is **IN-HOUSE ADVERTISING AND MARKETING, INC.** The principle Place of business of this corporation shall be **16940 S.W. 78th Place Miami, Florida 33157.**

ARTICLE II. NATURE OF BUSINESS.

The Corporation may engage in any activity or business as permitted under the laws of the United States and of the State of Florida.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is **ONE HUNDRED (100)** -----shares of common stock of a par value of One Dollar (\$1.00).

Every original incorporating stockholder upon the sale for cash, property or services or new shares or shares authorized but unissued, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others, which price, in case of par value shares may be in excess of par.

The transfer of shares may be restricted as provided for in the By-Laws as adopted by stockholders or by other agreement between the parties thereto.

ARTICLE IV.

TIME OF EXISTENCE.

This Corporation is to exist perpetually and shall commence as of the date of filing of these Articles with the Secretary of State.

ARTICLE V.

**INITIAL REGISTERED
OFFICE AND AGENT.**

The Street Address of the Initial Registered office of this corporation is **16940 S.W. 78th Place, Miami, Florida 33157**, and the name of the Initial Registered Agent of this corporation at that address is **James Marlowe**.

ARTICLE VI.

**INITIAL BOARD OF
DIRECTORS.**

This corporation shall have **TWO (2) directors** initially. The number of Directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

**James Marlowe
16940 S.W. 78th Place
Miami, Florida 33157**

**Celia Marlowe
16940 S.W. 78th Place
Miami, Florida 33157**

ARTICLE VII.

INCORPORATOR.

The name and address of the person signing these articles is **James Marlowe**.

ARTICLE VIII.

BYLAWS.

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX.

AMENDMENTS.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a stockholders' meeting, unless all the Directors and all the stockholders sign a written statement manifesting their intention that certain amendments of these Articles of Incorporation be made.

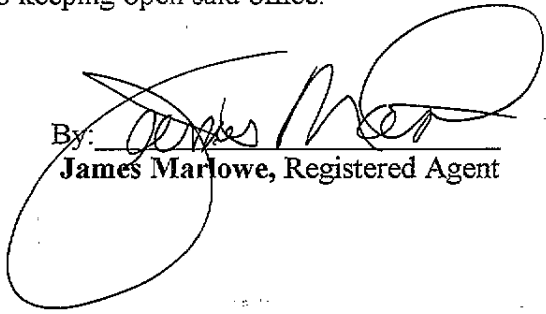
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.**

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted, in
Compliance with said Act:

First-That **IN-HOUSE ADVERTISING AND MARKETING, INC.**, desiring to
organize under the laws of the State of Florida, with its principle office, as indicated in
the Articles of Incorporation at City of Miami, County of Dade, State of Florida, has
named **James Marlowe** located at City of Miami, County of Dade, State of Florida, as its
agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation,
at place designated in this Certificate, I hereby accept to act in this capacity, and agree
to comply with the provision of said Act relative to keeping open said office.

By: 
James Marlowe, Registered Agent

FILED
00 JUL 10 AM 11:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA