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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.

DCE MARKETING, INC.

Certificate of Status	0
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ARTICLES OF INCORPORATION
OF
DCE MARKETING CORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation shall be DCE MARKETING CORPORATION.

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 2900 NE 30th Street, #6C, Fort Lauderdale, FL 33306.

ARTICLE III
SHARES

The number of shares of common stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares at a par value of \$.01 per share.

ARTICLE IV
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is Daryl Edwards, 2900 NE 30th Street, #6C, Fort Lauderdale, FL 33306.

PREPARED BY:

Christopher J. Gertz, Esq.
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ARTICLE V
INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Daryl Edwards, 2900 NE 30th Street, #6C, Fort Lauderdale, FL 33306.

ARTICLE VI
PURPOSE

This corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.

ARTICLE VII
DIRECTORS

This corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the bylaws of this corporation, but shall never be less than one. The name and street address of the initial director of this corporation are as follows:

Daryl Edwards, 2900 NE 30th Street, #6C, Fort Lauderdale, FL 33306.

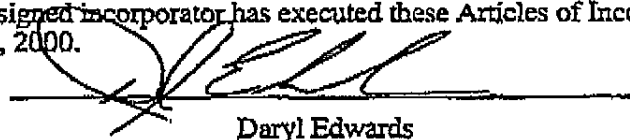
ARTICLE VIII
AFFILIATED TRANSACTIONS ELECTION

This corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE IX
CONTROL SHARE ACQUISITION ELECTION

This corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

The undersigned incorporator has executed these Articles of Incorporation this 21st day of September, 2000.


Daryl Edwards

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**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:

DCE Marketing Corporation

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

**Daryl Edwards
2900 NE 30th Street, #6C
Fort Lauderdale, FL 33306**

*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.*


Daryl Edwards

September 21, 2000

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