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ACCOLADES BUSINESS CONSULTANTS, INC.

7355 SW 96 STREET

MIAMI, FL 33156

TEL: 305-665-6805

FAX: 305-669-8942

NOVEMBER 30, 2000

Florida Dept. of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Attn: New Filings Dept.

Re: Articles of Incorporation of 12 ADVERTISING AGENCY, INC.

Gentlemen:

Enclosed are two original signed and notarized sets of Articles of Incorporation of the above corporation and a check in the amount of \$78.75 for filing fees and certified copy of the Articles of Incorporation.

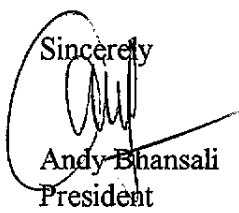
Please register the corporation and return the second copy of Articles duly stamped as certified copy to the address below:

Accolades Business Consultants, Inc.
7355 SW 96 Street
Miami, FL 33156

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If you have any questions, please call the undersigned.

Sincerely


Andy Bhansali
President


12/13

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00 DEC -8 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
12 ADVERTISING AGENCY, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is 12 ADVERTISING AGENCY, INC. and the principal office address is: 201 Alhambra Circle, Suite 502, Coral Gables, FL 33134.

ARTICLE II - DURATION

This corporation shall have perpetual existence unless sooner dissolved according to the law.

ARTICLE III - PURPOSE

This corporation is organized to engage in the business of advertising, promotion, production of commercials, graphic art & design, market research & consulting, multimedia communications, etc. in conformity with the the existing laws, municipal rules and regulations or such as may be hereafter enacted; and to engage in any other lawful business from time to time.

ARTICLE IV - CAPITAL STOCK

The authorized capital of the corporation is One Thousand (1000) common shares with \$1.00 par value per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 201 Alhambra Circle, Suite 502, Coral Gables, FL 33134, and the name of the initial registered agent of this corporation is: EMILIA M. HUERTA.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

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

EMILIA M. HUERTA	201 Alhambra Circle, Suite 502, Coral Gables, FL 33134
CARLOS A. HUERTA	201 Alhambra Circle, Suite 502, Coral Gables, FL 33134

ARTICLE VII - INCORPORATORS

The names and addresses of the persons signing these articles are:

EMILIA M. HUERTA, 201 Alhambra Circle, Suite 502, Coral Gables, FL 33134.

ARTICLE VIII - RESTRICTIONS ON TRANSFER OF STOCK

The shares of Capital Stock of this corporation shall be issued to the persons and entities from time to time as per the business requirements.

By agreement, the shares of the stockholders are subject to the stockholders' agreement of even date and may not be sold or otherwise transferred to other persons unless first offered to the remaining shareholders of this corporation. The price and terms at which, and the time within which, those shares may be offered and sold shall be further specified by the written agreement among all of the shareholders and this corporation.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

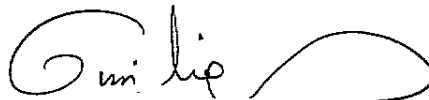
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers may be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the Board of Directors elected by the shareholders of this corporation in accordance with the by-laws adopted by the shareholders of this corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles

of Incorporation this 6 day of December, 2000.

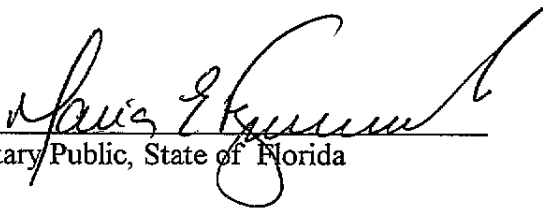


EMILIA M. HUERTA
Incorporator, President

STATE OF FLORIDA)
COUNTY OF DADE)

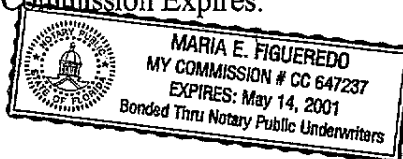
BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared EMILIA M. HUERTA and known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 6 day of December, 2000.



Notary Public, State of Florida

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE

FOR THE SERVICE OF PROCESS WITHIN THIS STATE

NAMING UPON WHOM PROCESS MAY BE SERVED

FILED
00 DEC -8 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FIRST - That 12 ADVERTISING AGENCY, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Coral Gables, County of Dade, State of Florida, has designated EMILIA M. HUERTA, located at 201 Alhambra Circle, Suite 502, Coral Gables, FL 33134 as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

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 provisions of said Act relative to keeping open said office.



EMILIA M. HUERTA, Resident Agent