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Florida Department of State
Division of Corporations
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To:
Division of Corporations
Fax Number : (850) 205-0381

From:
Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

M & C ADVERTISING, INC.

Certificate of Status	0
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01 JUN 20 PM 12:18
STATE
TALLAHASSEE, FLORIDA

B. McKnight JUN 20 2001

H 01000075016
ARTICLES OF INCORPORATION

OF

M & C ADVERTISING, INC.

FILED
01 JUN 20 PM 12:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a Profit Corporation under Chapter 607 of the Florida Statutes, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be: M & C ADVERTISING, INC.

ARTICLE II

This corporation shall commence existence upon the date of filing with the Division of Corporations, state of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business of this corporation is: 1135 PAPAYA STREET, HOLLYWOOD, FL 33019

ARTICLE IV

The general nature of business of this corporation is to transact any and all lawful business. Advertising in television and Print Media.

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue are 500 shares having an Individual par value of \$ 1.00. Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

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ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be: EDWARD J. McCORMICK 111 S.W. 3RD STREET, PENTHOUSE, MIAMI, FL 33130

ARTICLE VII

The name and address of the initial board of director(s) shall be:

PRESIDENT
SCOTT MARTIN

1135 PAPAYA STREET
HOLLYWOOD, FL 33019

VICEPRES/SEC/TREAS
TOM COMEAU

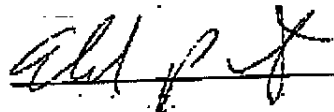
1135 PAPAYA STREET
HOLLYWOOD, FL 33019

ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is:

EDWARD J. McCORMICK
111 S.W. 3RD STREET, PENTHOUSE
MIAMI, FL 33130

The undersigned has executed these Articles of Incorporation this 21TH day of JUNE, 2001.

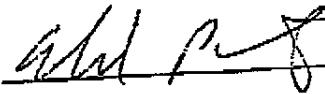


INCORPORATOR
EDWARD J. McCORMICK

H 01000075016**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

M & C ADVERTISING, INC.
(Name of Corporation)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, 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.



REGISTERED AGENT
EDWARD J. MCCORMICK

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01 JUN 20 PM 12:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA