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October 3, 2001

PERSONAL AND CONFIDENTIAL
VIA U.S. MAIL

Robin White
2000 East Oakland Park Blvd., Suite 105
Fort Lauderdale, Florida 33306

FILED
01 OCT -8 AM 10:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Articles of Incorporation for Marine Outdoor Media, Inc.

Professional services rendered through this date, specifically, preparation of Articles of Incorporation for the above-referenced Florida Corporation.

TOTAL TIME SPENT

(Preferred Legal Plan fixed rate) = \$150.00

EFFECTIVE DATE

10-10-01

COSTS

Telephone = N/C
Copies = N/C
Postage = N/C
Registered Agent Fee = N/C (PLP)

TOTAL AMOUNT DUE = \$150.00

TOTAL AMOUNT PAID (10/03/01) = <\$150.00>

BALANCE = \$0.00

THANK YOU FOR YOUR BUSINESS

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**ARTICLES OF INCORPORATION OF
MARINE OUTDOOR MEDIA, INC.**

- The undersigned, subscribers to these Articles of Incorporation, natural persons competent to contract, hereby present these Articles for the formation of a corporation under the provisions of Chapter 607, Florida Statutes, also known as The Florida Business Corporation Act, and other laws of the State of Florida.

ARTICLE I
NAME

The name of this corporation is:

MARINE OUTDOOR MEDIA, INC.

ARTICLE II
NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is the business of marketing and promotional services.

To engage in every phase and aspect of the business of providing marketing and promotional services to the public that professionals are able to render.

To invest the funds of this Corporation in real estate, mortgages, stocks bonds or any other type of investment, and to own real and personal property necessary for the rendering of computer sales service.

To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or object of this Corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of this Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this Corporation otherwise permitted by law.

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EFFECTIVE DATE
10-10-01

ARTICLES OF INCORPORATION OF
MARINE OUTDOOR MEDIA, INC.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, having a par value of \$.50 per share.

ARTICLE IV
INITIAL CAPITAL

The amount of capital with which this Corporation shall commence business shall be not less than Five Hundred Dollars (\$500.00).

ARTICLE V
TERM OF EXISTENCE

This Corporation is to exist perpetually, effective as of **October 10, 2001**, unless sooner dissolved according to law.

ARTICLE VI
ADDRESS

The initial post office address of the principle office of this Corporation in the State of Florida is: **2000 East Oakland Park Blvd., Suite 105, Fort Lauderdale, Florida 33306**. The Board of Directors may, from time to time, move the principle office to any other address in Florida.

ARTICLE VII
DIRECTOR(S)

This Corporation shall have three (3) Directors initially. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the shareholders, but shall never be less than one (1). If required by the ethics of the profession, Directors shall be required to possess the same professional qualifications as Shareholders are required to possess.

ARTICLES OF INCORPORATION OF
MARINE OUTDOOR MEDIA, INC.

ARTICLE VIII
INITIAL DIRECTORS AND REGISTERED AGENT

The names and addresses of the members of this first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Mattie Quigley	2000 East Oakland Park Blvd., Suite 105 Fort Lauderdale, Florida 33306
Robin White	2000 East Oakland Park Blvd., Suite 105 Fort Lauderdale, Florida 33306
Roman Fernandez	2000 East Oakland Park Blvd., Suite 105 Fort Lauderdale, Florida 33306

The name and street address of the initial Registered Agent is:

<u>NAME</u>	<u>ADDRESS</u>
Jason Scott Rudolph, Esq.	44 W. Flagler Street, Suite 2400 Miami, Florida 33130

ARTICLE IX
SUBSCRIBERS

The name and post office address of the subscribers to these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Mattie Quigley	2000 East Oakland Park Blvd., Suite 105 Fort Lauderdale, Florida 33306
Robin White	2000 East Oakland Park Blvd., Suite 105 Fort Lauderdale, Florida 33306
Roman Fernandez	2000 East Oakland Park Blvd., Suite 105 Fort Lauderdale, Florida 33306

ARTICLES OF INCORPORATION OF
MARINE OUTDOOR MEDIA, INC.

ARTICLE X
VOTING TRUSTS

No Shareholder of this Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE XI
CUMULATIVE VOTING FOR DIRECTORS

At all elections of Directors of this Corporation, each Shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of Directors with respect to his shares of stock multiplied by the number of Directors to be elected, and he may cast all such votes for a single Director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

ARTICLE XII
CONTRACTS

No contract or other transaction between this Corporation and any other corporation shall be affected by the fact that any Director of this Corporation is interested in, or is a director or officer of such other corporation, or may be interested in, any contract or transaction of this corporation or in which this Corporation is interested; and no contract, or other transaction of this Corporation with any person, firm, or corporation shall be affected by the fact that any Director of this Corporation is a party in any way connected with such person, firm, or corporation, and every person who may become a Director of this Corporation is hereby relieved from any liability that might otherwise exist from contracting with this Corporation for the benefit of himself or any firm, association, or corporation in which he may be in any way interested.

This Corporation shall have the power, at its option, to purchase and acquire any and all of its shares owned and held by any such Shareholder as should desire to sell, transfer, or otherwise dispose of this shares, in accordance with the Bylaws adopted by the Shareholders of this Corporation setting forth the terms and conditions of such purchases; provided, however, the capital of this Corporation is not impaired.

This Corporation shall have the power, at its option, to purchase and acquire the shares

**ARTICLES OF INCORPORATION OF
MARINE OUTDOOR MEDIA, INC.**

owned and held by any Shareholder who dies, in accordance with the Bylaws adopted by the Shareholders of this Corporation setting forth the terms and conditions of such purchases; provided, however, the capital of this Corporation is not impaired.

This Corporation shall have the power to enter into, for the benefit of its employees, one or more of the following:

1. a pension plan;
2. a profit sharing plan, if such plan is not otherwise prohibited by the Code of Ethics of the profession;
3. a stock bonus plan;
4. a thrift and savings plan;
5. a restricted stock option plan; or
6. other retirement or incentive compensation plans.

ARTICLE XIII
AMENDMENT

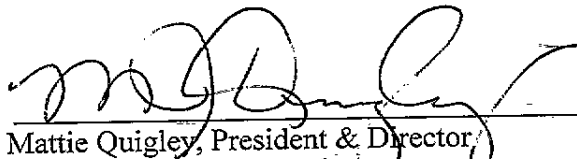
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All right of Shareholders are subject to this reservation.

ARTICLE XIV
PREEMPTIVE RIGHTS

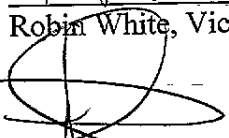
Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price which it is offered to others.

IN WITNESS WHEREOF, we, the subscribers, have executed these Articles of Incorporation this 8th day of October, 2001.

ARTICLES OF INCORPORATION OF
MARINE OUTDOOR MEDIA, INC.


Mattie Quigley, President & Director


Robin White, Vice President & Director


Roman Fernandez, Secretary, Treasurer & Director

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA :
:ss
COUNTY OF MIAMI-DADE :

BEFORE ME, the undersigned authorities, personally appeared MATTIE QUIGLEY, ROBIN WHITE and ROMAN FERNANDEZ, to me well known and known to me to be the individuals described in, and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal
in Miami-Dade, Florida, this 8th day of October, 2001.


Notary public, State of Florida
My commission expires: _____



HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION, AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, I HEREBY ACCEPT TO ACT IN THIS CAPACITY AND AGREE TO COMPLY WITH THE PROVISIONS OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.


JASON SCOTT RUDOLPH
Registered Agent