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November 6, 2003

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: IMS-International Media Services, Inc.

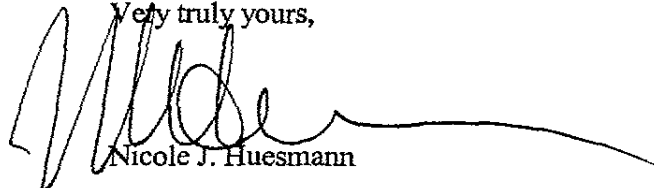
Dear Sir or Madam:

Enclosed for filing are the original and one copy of the Articles of Incorporation for IMS-International Media Services, Inc.

Also, enclosed is a check in the amount of \$78.75, which covers the fee for filing and a certified copy for the corporation. Please return the certified copy of the Articles as soon as possible via regular mail.

Your early attention to this matter will be appreciated.

Very truly yours,



Nicole J. Huesmann

Enclosures

ARTICLES OF INCORPORATION
OF
IMS-INTERNATIONAL MEDIA SERVICES, INC.

ARTICLE I

NAME AND ADDRESS

The name of the Corporation shall be:

IMS-INTERNATIONAL MEDIA SERVICES, INC.

The Corporation's address is:

150 Alhambra Circle, Suite 1150
Coral Gables, Florida 33134

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ARTICLE II

DURATION

The corporation shall commence its existence on November 6, 2003, and shall exist perpetually unless sooner dissolved according to law.

ARTICLE III

PURPOSE

It is the purpose of this corporation to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of \$1.00 par value common stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent and the street address of the initial registered office of the Corporation is: Nicole J. Huesmann, 150 Alhambra Circle, Suite 1150, Coral Gables, Florida 33134.

ARTICLE VI

INCORPORATORS

The name and address of the person signing these Articles of Incorporation as Incorporator is: Nicole J. Huesmann, 150 Alhambra Circle, Suite 1150, Coral Gables, Florida 33134.

ARTICLE VII

INDEMNIFICATION

The corporation shall indemnify any Incorporator, Officer or Director, or any former Officer or Director, to the full extent permitted by law.

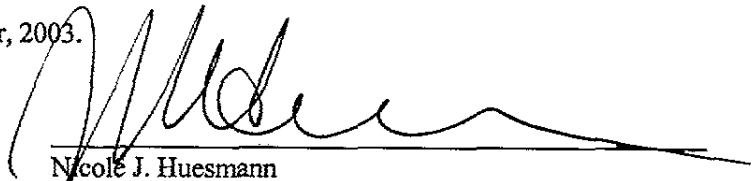
6th IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this day of November, 2003.


NICOLE J. HUESMANN

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in Article V of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the complete discharge of her duties.

DATED this 6th day of November, 2003.


Nicole J. Huesmann

STATE OF FLORIDA :
: SS.
COUNTY OF MIAMI-DADE :

BEFORE ME, a Notary Public authorized in County and State set forth above, personally appeared Nicole J. Huesmann, known to me and known to be the person who, as Incorporator, executed the foregoing Articles of Incorporation of IMS-INTERNATIONAL MEDIA SERVICES, INC., and she acknowledged before me that she executed same.

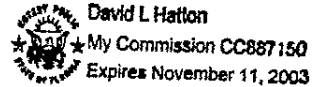
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, this 6th day of November, 2003.



NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

STATE OF FLORIDA :
: SS.
COUNTY OF MIAMI-DADE :



BEFORE ME, a Notary Public authorized in County and State set forth above, personally appeared Nicole J. Huesmann, known to me and known to be the person who, as Registered Agent, executed the foregoing Articles of Incorporation of IMS-INTERNATIONAL MEDIA SERVICES, INC., and she acknowledged before me that she executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, this 6th day of November, 2003.



NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

