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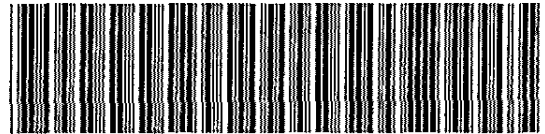
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STUART S. ROSENTHAL, P.A.

ATTORNEY AT LAW
Admitted to FL and CO Bars

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320 Cottonwood Drive, Evergreen, CO 80439

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Bonnie A. Callahan

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Reply to: Pompano Beach

March 8, 2005

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

Re: NavAd, Inc.

Our File No. 04-33-8745

Gentlemen:

Enclosed please find the original and one copy of the proposed Articles of Incorporation for the above-captioned corporation. Also enclosed is this firm's check made payable to the Secretary of State, in the amount of Seventy Eight and 75/100 Dollars (\$78.75), which represents the filing fee and the fee for returning one certified copy of the said Articles of Incorporation to this office.

I trust the foregoing is satisfactory. If you have any questions pertaining thereto, please do not hesitate to contact me.

Very truly yours,



BONNIE A. CALLAHAN
Legal Assistant to
STUART S. ROSENTHAL

/bac

Enclosures

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ARTICLES OF INCORPORATION

OF

NavAd, Inc.

ARTICLE I - NAME

The name of this corporation is NavAd, Inc.

ARTICLE II - DURATION

This corporation has perpetual existence unless otherwise specified in the Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of Class A Common stock at \$1.00 par value and 1,000 shares of Class B Common stock at \$1.00 par value.

ARTICLE V - INITIAL OFFICE ADDRESS OF CORPORATION

The street address of this corporation is 404 East Atlantic Boulevard, Suite 101, Pompano Beach, FL 33060.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 404 East Atlantic Boulevard, Suite 101, Pompano Beach, FL 33060, and the name of the initial Registered Agent of this corporation at that address is STUART S. ROSENTHAL, ESQUIRE.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three directors initially. The number of directors may be either increased or decreased from time to time by the bylaws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

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NAME	ADDRESS
Kimberly Friedman	2900 N.E. 30 th Street Fort Lauderdale, FL 33306
Richard P. Giovanelli, Jr.	4501 N.E. 21st Avenue, #105 Fort Lauderdale, FL 33308
Richard P. Giovanelli	430 N.W. 32 nd Court Oakland Park, FL 33309

ARTICLE VIII - INCORPORATOR

The name and address of the persons signing these Articles is:

NAME	ADDRESS
Kimberly Friedman	2900 N.E. 30 th Street Fort Lauderdale, FL 33306

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amounts set opposite their names:

NAME	NUMBER OF SHARES
KIMBERLY FRIEDMAN	510 Class A Common shares
RICHARD P. GIOVANELLI, JR.	245 Class A Common shares
RICHARD P. GIOVANELLI	245 Class A Common shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by a written agreement among all of the shareholders of this corporation.

ARTICLE XI - CLASS LIMITATIONS

The holders of Class A Common shares shall have exclusive voting power, except as follows:

1. With respect to the election of Directors, the holders of Class B Common shares voting as a separate class shall be entitled to elect that number of Directors which constitutes ten percent of the authorized number of members of the Board of Directors and, if such ten percent is not a whole number, then the holders of Class B Common shares shall be entitled to elect the nearest higher whole number of Directors that is at least ten percent of such membership. Holders of Class A Common shares voting as a separate class shall be entitled to elect the remaining Directors.

2. The holders of Class B Common shares shall be entitled to vote as a separate class on the removal, with or without cause, of any Director elected by the holders of Class B Common shares, and the holders of Class A Common shares shall be entitled to vote as a separate class on the removal, with or without cause, of any Director elected by the holders of Class A Common shares; provided that any Director may be removed for cause by vote of the holders of the Class B and Class A Common shares voting as a single class, in which event the holders of Class B Common shares shall have a one-tenth vote per share and the holders of Class A Common share shall have one vote per share.

3. The holders of the Class B Common shares and the holders of the Class A Common shares shall be entitled to vote as separate classes on such other matters as may be required by law or these Articles of Incorporation to be submitted to such holders voting as separate classes.

4. The holders of Class B and Class A Common shares shall in all matters not specified in paragraph 1, 2 or 3 of this Article vote together as a single class; provided that the holders of the Class B Common shares shall have one-tenth of a vote for each share and the holders of Class A Common shares shall have one vote for each share.

5. Any vacancy in the office of a Director elected by the holders of the Class B Common shares may be filled by a vote of such holders voting as a separate class and any vacancy in the office of a Director elected by the holders of the Class A Common shares may be filled by a vote of such holders voting as a separate class and, in the absence of a stockholder vote, in the case of vacancy in the office of a Director elected by either class, such vacancy may be filled by the remaining Directors as provided in the By-Laws. Any Director elected by the Board of Directors to fill a vacancy shall serve until the next annual meeting of the stockholders and until his or her successor has been chosen and has qualified. If permitted by the By-Laws, the Board of Directors may increase the number of Directors and any vacancies so created may be filled by the Board of Directors. However, as long as the holders of Class B Common shares have the rights provided in paragraphs 1 and 5 of this Article in respect of the next previous annual meeting of stockholders, the Board of Directors may be so enlarged by the Board of Directors only to the extent that at least

ten percent of the enlarged Board consists of Directors elected by the holders of the Class B Common shares or by persons appointed to fill vacancies created by the death, resignation, or removal of persons elected by the holders of the Class B Common shares.

6. The Class B Common shares will not have the rights to elect Directors set forth in paragraphs 1 and 5 of this Article if, on the record date for any stockholder meeting at which Directors are to be elected, the number of issued and outstanding Stock B Common shares is less than ten percent of the aggregate number of issued and outstanding Class B Common shares and Class A Common shares. In such case, all Directors to be elected at such meeting shall be elected by holders of Class B Common shares and Class A Common shares voting together as a single class; providing that, with respect to said election, the holders of Class B Common shares shall have one-tenth of a vote for each share and the holders of Class A Common shares shall have one vote for each share.

7. Notwithstanding anything in this Article to the contrary, the holders of Class B Common shares shall have exclusive voting power on all matters of these Articles of Incorporation, at any time when no Class A Common shares are issued and outstanding.

ARTICLE XII - CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at each election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XIII - CALLING FOR SPECIAL MEETINGS

Special meetings of shareholders may be called by not less than one-tenth (1/10) of the Class A Common shares entitled to vote.

ARTICLE XIV - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XV - MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each Director.

ARTICLE XVI - AMENDMENT

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

ARTICLE XVII - INDEMNIFICATION


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

IN WITNESS WHEREOF, the undersigned subscriber(s) executed these Articles of Incorporation, this 13 day of FEB, 2004.

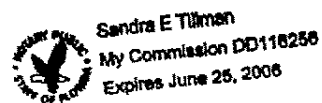

KIMBERLY FRIEDMAN

STATE OF FLORIDA)
) §
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 13 day of FEB, 2004 by KIMBERLY FRIEDMAN, who is personally known to me or who has produced NY DRIVERS LICENSE as identification.

Signature of Notary: 
Printed Name of Notary: SANDRA E TILLMAN
Notary Public, State of Florida
Notary Commission Number:
Commission Expires:

Notary Seal:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

* * * * *

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

First - - That NavAd, Inc. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Pompano Beach, County of Broward, and State of Florida, has named STUART S. ROSENTHAL, ESQUIRE, located at 404 East Atlantic Boulevard, Suite 101, Pompano Beach, FL 33060, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the 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.


STUART S. ROSENTHAL

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