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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION

ADPICKLES, INC.

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SECRETARY
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
adPICKLES, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is adPICKLES, Inc.

ARTICLE II. PURPOSE

This corporation may engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is 1900 Northwest Corporate Boulevard, Suite 400 East, Boca Raton, Florida 33431.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares of all classes of capital stock that the corporation is authorized to issue is twenty million (20,000,000) shares of common stock, par value \$ 0.001 per share.

ARTICLE V. INITIAL REGISTERED AGENT

The name and address of the initial registered agent is AIA Registered Agent Inc., 92 Saffery Road, Quincy, Florida 32351.

ARTICLE VI. INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is Michael R. Moore, 4821 NE 28th Avenue, Lighthouse Point, Florida 33064.

ARTICLE VII. BOARD OF DIRECTORS

The Board of Directors of the corporation shall consist of at least one Director with the exact number of Directors to be fixed from time to time in the manner provided in the corporation's bylaws.

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ARTICLE VIII. BYLAWS

The bylaws may be adopted, altered, amended or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provided that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE IX. INDEMNIFICATION

The corporation shall, to the fullest extent legally permissible under the provisions of the Florida Business Corporation Act, as the same may be amended from time to time, indemnify, hold harmless and defend its officers and directors from and against any liabilities and expenses (including attorney's fees) imposed upon or reasonably incurred by such person in connection with any action, suit or other proceeding in which such person may be involved or with which such person may be threatened, both as to action in such person's official capacity and as to action in any other capacity while an officer, director, employee or other agent of the corporation. The indemnification provided shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement or resolution adopted by the shareholders, and shall continue as to a person who has ceased to be an officer or director of the corporation. Expenses (including attorney's fees) incurred by an officer or director in defending any action, suit or other proceeding shall be paid by the corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such officer or director to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the corporation. Neither the amendment of nor the repeal of this Article, nor the adoption of any provision of these Articles or the bylaws of the corporation, nor any modification of law can eliminate or reduce the effect of this Article with respect to any acts or omissions occurring prior to such amendment, repeal, adoption, or modification.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation in his capacity as Incorporator as of this 20th day of April, 2007.


Michael R. Moore, Incorporator

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**CERTIFICATE OF ACCEPTANCE
BY
REGISTERED AGENT**

Having been named as registered agent and to accept service of process for adPickles, Inc., a Florida corporation ("Corporation"), at the place designated in the foregoing Articles of Incorporation, AIA Registered Agent Inc. hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 20 day of April, 2007

AIA REGISTERED AGENT INC.

By: *Paul Smith*

Name: Paul Smith

Title: V.P.

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