CORPORATION INFORMATION STRVICES, 18c 1201 BAYS STREET TAULAHASSIT, FL 1210 904-222-9171 904-222-0991 740

800-342-8086 50000064

MAIL TO: P.O. Box 5828 TARLAHASSOL, P.L. 12314.

ACCOURT NO. 1 072100000032

REFERENCE : 29963

AUTHORIZATION :

Tatricia

COST LIMIT : 9 122.50

ORDER DATE : January 25, 1995

ORDER TIME : 9:27 AM

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ORDER NO. : \$29963

CUSTOMER NO:

4656A

CUSTOMER: Eather J. Forbes, Legal Asot GREENBERG TRAURIG HOFFMAN LIPOFF ROSEN & QUENTEL, P. A.

P. O. Box 12890

Miami, FL 33101-2890

PANISION OF CORPORATION

DOMESTIC FILING

5000006493

NAME:

HISPANIC MARKETING SERVICES INTERNATIONAL, INC.

XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY ____ PLAIN STAMPED COPY

__ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS:

ARTICLES OF INCORPORATION OF HISPANIC MARKETING SERVICES INTERNATIONAL, INC.

ARTICLE

The name of the corporation is HISPANIC MARKETING SERVICES INTERNATIONAL, INC., (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation Is 999 Ponce de Leon Boulevard, Coral Gables, Florida 33134

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of <u>Stock</u>
1,000	\$ 0.01	Common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1221 Brickell Avenue, City of Miami, County of Dade, State of Florida 33131, and the name of its initial registere agent at such office is Marshall R. Pasternack.

ARTICLE YI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Byluws. The number of directors constituting the initial Board of Directors is three, and the names and addresses of the member of the initial Board of Directors, who will serve as the Corporation's directors until their successors are duly elected and qualified are:

Richard G. Amundsen 999 Ponce de Leon Boulevard Coral Gables, FL 33134

Antonio Gonzalez 999 Ponce de Leon Boulevard Coral Gables, FL 33134

Jose A. Elejalde 999 Ponce de Leon Boulevard Coral Gables, FL 33134

ARTICLE VII

The name of the Incorporator is Marshall R. Pasternack and the address of the Incorporator is 1221 Brickell Avenue, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 24th day of January, 1995.

Marshall R. Pasternack,

Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of HISPANIC MARKETING SERVICES INTERNATIONAL, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

Marshall R. Pasternack, Registered Agent

Dated: January 216, 1995.

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