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TRANSMITTAL LETTER

March 16, 1995

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

SUBJECT: Adcom JAPAN, Inc.


Enclosed please find an original and two (2) copies of the Articles of Incorporation for the above Corporation, and a check in the amount of \$ 122.50, in payment of the fees for Filing, Designation of Registered Agent, and return of a Certified Copy of the Articles of Incorporation.

FROM:

Richard A. Dunton, P.A.
2151 Le Jeune Road - Mezzanine
Coral Gables, FL 33134
(305) 444-4416

RECEIVED
MAR 20 1995
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Very truly yours,


Richard A. Dunton

ALG-22

FILED
95 MAR 20 10:35
RECEIVED
MAR 20 1995
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

Adcom JAPAN, Inc.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is Adcom JAPAN, Inc.

ARTICLE II

The address of the principal office of the Corporation is 6501 S.W. 124th Street, City of Miami, Dade County, Florida, 33156.

ARTICLE III

The maximum number of shares that the Corporation is authorized to issue is one thousand (1,000), all of which shall be Common Shares having a par value of one one-hundredth of a dollar (\$0.01). All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have the right to vote.

ARTICLE IV

The initial street address of the Corporation's registered office is 6501 S.W. 124th Street, City of Miami, Dade County, Florida, 33156. The initial registered agent for the Corporation at that address is Yayoi Neale.

ARTICLE V

The name and street address of the person signing these Articles of Incorporation is:

Name

Address

Yayoi Neale

6501 S.W. 124th Street,
City of Miami, Dade County,
Florida, 33156

ARTICLE VI

The Corporation shall indemnify its directors and officers to the fullest extent permitted by law.

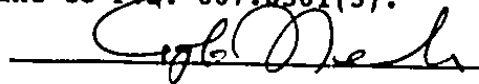
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 6th day of March, 1995.



Name: Yayoi Neale

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Adcom JAPAN, Inc. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).



Name: Yayoi Neale

Date: March 6, 1995

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA