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LAW OFFICES OF

FRANK DE LA GRANA, P.A.

FRANK DE LA GRANA
D. SCOTT BOARDMAN

TELEPHONE 813-248-0784
FACSIMILE 813-241-0784

March 21, 1995

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 27 PM 8:30

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

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-03/28/95--01035--011
****122.50 ****122.50

Re: Preferred Advertising, Inc.

Dear Sirs:

Enclosed herewith please find the original and one copy of the Articles of Incorporation for the above-referenced proposed corporation, along with a check in the amount of \$122.50 to cover the necessary fees.

Please file the original document, and furnish us with a date stamped copy showing the date of filing.

Thank you for your assistance in this matter.

Sincerely,

FRANK DE LA GRANA, P.A.

Frank de la Grana
Frank de la Grana

FG/dlg
enclosures

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ARTICLES OF INCORPORATION
OF
PREFERRED ADVERTISING, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
55 MAR 27 PM 1:30

I, the undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, do hereby associate myself together for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is: PREFERRED ADVERTISING, INC.

ARTICLE II

The general nature and purpose of this corporation shall be to operate a general business and other related businesses, and to buy, hold, or otherwise acquire, mortgage, sell, convey, lease or otherwise dispose of real and personal property, and to purchase, or otherwise acquire, own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, wares, merchandise, real and personal property and services of every class, kind and description, to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required, except that it is not to conduct a banking, safe deposit, trust, insurance surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1000) shares of \$0.00 par value common stock, the consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV

This corporation is to exist perpetually, unless sooner terminated by operation of law.

ARTICLE V

The street address of the initial registered office of this corporation 1710 East Seventh Avenue, Tampa, Florida 33605, and the name of the initial registered agent of this corporation at that address is Frank de la Grana, Esquire.

ARTICLE VI

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws. The names and addresses of the initial directors of this corporation is:

President/Secretary: Frank Giglio, Post Office Box 75828, Tampa, FL 33675

Vice-President: Robert Miller, Post Office Box 75828, Tampa, FL 33675

ARTICLE VII

The name and address of the person signing these Articles of Incorporation is:
Frank Giglio, Post Office Box 75828, Tampa, Florida 33675.

ARTICLE VIII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the subscribing incorporator has hereunto set his hand and seal this ____ day of March, 1995.


FRANK GIGLIO

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

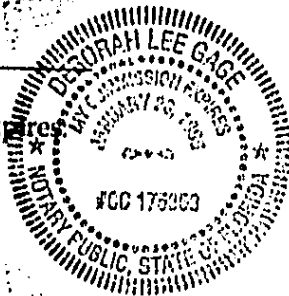
I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared, FRANK GIGLIO, known to be the person described as the subscriber in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to said Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this

20th day of March, 1995.


NOTARY PUBLIC

My Commission Expires



RESIDENT AGENT CERTIFICATE

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

PREFERRED ADVERTISING, INC., desiring to organize under the laws of the State of Florida with its principal office located 1710 East Seventh Avenue, Tampa, Florida 33605, has named Frank de la Grana, Esquire, as its agent to accept service of process within the State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-named 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.


FRANK DE LA GRANA

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