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((H95000004493)))

PUBLIC ACCESS SYSTEM
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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA

FROM: CORPORATE CREATIONS MIAMI
4437 SHERIDAN AVE

409 EAST GAINES STREET
TALLAHASSEE, FL 32399

MIAMI BEACH FL 33140-0000

FAX: (904) 922-4000

CONTACT: JOSEPH MATA
PHONE: (305) 538-9091
FAX: (305) 538-8994

(((H95000004493)))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: U.S. MARKETING NETWORK, INC.

FAX AUDIT NUMBER: H95000004493

CURRENT STATUS: REQUESTED

DATE REQUESTED: 04/21/1995

TIME REQUESTED: 10:25:15

CERTIFIED COPIES: 0

CERTIFICATE OF STATUS: 1

NUMBER OF PAGES: 4

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$78.75

ACCOUNT NUMBER: 075114001215

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** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:

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95 APR 21 PM 4:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00:01:10

**Articles of Incorporation
of
U.S. Marketing Network, Inc.**

Article I. Name

The name of this Florida corporation is U.S. Marketing Network, Inc.

Article II. Address

The mailing address of the Corporation is:

U.S. Marketing Network, Inc.
991 East Oakland Park Blvd.
Ft. Lauderdale, FL 33334

Article III. Capital Stock

The Corporation shall have the authority to issue 2000 shares of common stock, par value \$.01 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

John J. Bennett
2456 Bayview Drive
Ft. Lauderdale, FL 33305

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest

Corporate Creations International Inc.
4437 Sheridan Avenue
Miami Beach, FL 33140
(305) 538-9091

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TALLAHASSEE, FLORIDA

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extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Tony Valozzi

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
4437 Sheridan Avenue
Miami Beach, FL 33140

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective as of April 21, 1995.

The authorized representative of the incorporator executed these Articles of Incorporation on April 21, 1995.

Corporate Creations International Inc.

By: Joseph P. Mata
Joseph P. Mata, Secretary

Corporate Creations International Inc.
4437 Sheridan Avenue
Miami Beach, FL 33140
(305) 538-9091

H95000004493

H98000004483

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

CORPORATION:
U.S. Marketing Network, Inc.

REGISTERED AGENT:
John J. Bennett
3436 Bayview Drive
Pt. Lauderdale, FL 33305

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


John J. Bennett

Date: April 21, 1995

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95 APR 21 PM 4:22
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TALLAHASSEE, FLORIDA

Corporate Creations International Inc.
4437 Sheridan Avenue
Miami Beach, FL 33140
(305) 538-9081

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5/02/95

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

10:39 AM

((H0500004900))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: CORPORATE CREATIONS MIAMI
4437 SHERIDAN AVE

DEPARTMENT OF STATE

STATE OF FLORIDA

400 EAST GAINES STREET

TALLAHASSEE, FL 32399

FAX: (904) 922-4000

MIAMI BEACH FL 33140-0000

CONTACT: JOSEPH MATA

PHONE: (305) 538-9091

FAX: (305) 538-8594

((H0500004900))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: U.S. MARKETING NETWORK, INC.

FAX AUDIT NUMBER: H0500004900

DATE REQUESTED: 05/02/1995

CERTIFIED COPIES: 0

NUMBER OF PAGES: 2

ESTIMATED CHARGE: \$35.00

CURRENT STATUS: REQUESTED

TIME REQUESTED: 10:39:03

CERTIFICATE OF STATUS: 0

METHOD OF DELIVERY: FAX

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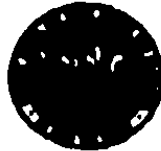
** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

FILED
95 MAY -5 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00192
00500, 00674, 00767

Amend
58



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

May 5, 1996

U.S. MARKETING NETWORK, INC.
991 EAST OAKLAND PARK BLVD.
FT. LAUDERDALE, FL 33334

SUBJECT: U.S. MARKETING NETWORK, INC.
REF: P95000031620

We have received your document for U.S. MARKETING NETWORK, INC. .
However, the enclosed document has not been filed and is being returned to
you for the following reason(s):

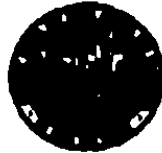
The fax audit number is H95000004900 and not P95000004900.

Our records indicate the director of the corporation is TONY VALLOZZI.
Are you correcting the name of the director to be Louis R. Vallozzi?
Please indicate in a cover letter. Also, is the address to remain the
same?

If you have any questions concerning this matter, please either respond in
writing or call (904) 487-6901.

Susan Payne
Senior Corporate Section Administrator Letter Number: 195A00022090

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE
Sandra B. Matham
Secretary of State

May 2, 1995

U.S. MARKETING NETWORK, INC.
991 EAST OAKLAND PARK BLVD.
FT. LAUDERDALE, FL 33334

SUBJECT: U.S. MARKETING NETWORK, INC.
REF: P95000031620

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The FAN audit number must be on the top and bottom of each page of the document.

Please list the street address of each officer/director. If the officer/director does not have a street address, list the mailing address and write (N/A).

If you have any questions concerning this matter, please either respond in writing or call (904) 487-6902.

Linda Stitt
Corporate Specialist

Letter Number: 395A00021113

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

4900
MAY 11 1995
10:15 AM
CLERK

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Articles of Amendment

Article I. Name

The name of this Florida corporation is U.S. Marketing Network, Inc. (the "Corporation").

Article II. Amendment

The Articles of Incorporation of the Corporation are amended so that the name of the director is corrected to read Louis R. Vallozzi instead of Tony Vallozzi. The address of the director is the same as the address of the Corporation.

Article III. Date Amendment Adopted

The amendment set forth in these Articles of Amendment was adopted on May 5, 1995.

Article IV Approval of Amendment

The amendment set forth in these Articles of Amendment was proposed by the Corporation's Board of Directors and approved by the shareholders by a vote sufficient for approval of the amendment.

An authorized representative of the Corporation executed these Articles of Amendment on May 5, 1995.

U.S. Marketing Network, Inc.

By: Joseph P. Mata
Joseph P. Mata
Its: Assistant Secretary

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95 MAY -5 PM 3:17
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TALLAHASSEE, FLORIDA

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