

P95000033568

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: THE COMPANY CORPORATION
201 N WALNUT ST
CHRISTINA CENTRE THREE
WILMINGTON DE 19801-
CONTACT: KIMBERLY ANDRAS
PHONE: (302) 575-0440
FAX: (302) 575-1346
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION

((H95000004770))
OR P.A.

NAME: JIMMAR ADVERTISING CORP.
FAX AUDIT NUMBER: H95000004770
DATE REQUESTED: 04/28/1995
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((H95000004770))
** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:

FILED
95 MAY -1 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

#95000004770

ARTICLES OF INCORPORATION
OF
Jimmar Advertising Corp.

FILED
95 MAY -1 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the corporate laws of the state of Florida do hereby certify the following:

FIRST: The name of the corporation shall be Jimmar Advertising Corp.

SECOND: The address of the initial registered office of the corporation is 2330 Coral Way Suite 26; Miami FL 33145, County of Dade. The name of the registered agent located at said address is Luis Jimenez.

THIRD: The principal address of the corporation is 2330 Coral Way Suite 26; Miami FL 33145.

FOURTH: The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

FIFTH: The total authorized stock of this corporation is divided into 200 shares of no par value.

SIXTH: The number of directors constituting the initial board of directors is two, and the name(s) and address(es) who will serve as directors until the first annual meeting of shareholders or until their successors are as follows:

Blanca Jimenez 2330 Coral Way Suite 26; Miami FL 33145
Luis Jimenez 2330 Coral Way Suite 26; Miami FL 33145

SEVENTH: The duration of the corporation is perpetual.

EIGHT: This is Close Corporation.

NINTH: The name(s) and address(es) of the persons who are to act as incorporator(s) are as follows:

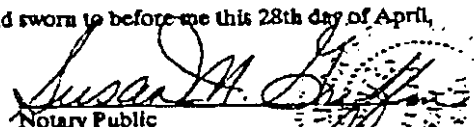
Kimberly Andras c/o The Company Corporation
Three Christina Centre, 201 N. Walnut St., Wilmington DE 19801

We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 28th day of April, 1995.


State of Delaware

County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 28th day of April, 1995 by Kimberly Andras.


Notary Public

This document was prepared by Kimberly Andras, Three Christina Centre, 201 N. Walnut Street, Wilmington DE 19801 (302) 575-0440

SUSAN M. GRIFFIN
NOTARY PUBLIC-DELAWARE
Appointed October 6, 1994
Term 2 Years

#95000004770

04-28-1995 02:58PM FROM The Company Corporation TO 13M9224312 P.83

07-15-1995 15:00 FROM THE COMPANY CORP. TO 13M50009005 P.82

#95000004770

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON PROCESS MAY BE SERVED.**

In compliance with Section 43.091, Florida Statutes, the following is
submitted:

First, this Jimmar Advertising Corp
desiring to organize under the laws of the State of Florida with its principal
place of business located in the city of Miami, State of
Florida, has named Luis Jimenez located at
2330 Coral Way Suite 26, Miami, FL 33145
as its agent for service of
process within Florida.

Having been named to accept service of process for the above stated
corporation, at the place designated in this Certificate, I hereby agree to act
in this capacity, and I further agree to comply with the provisions of all
statutes relative to the proper and complete performance of my duties.

Date

4/10/95

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TOTAL P.82

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TOTAL P.83