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FILED
95 MAY -1 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BROWARD COUNTY: (305) 566-2433

FACSIMILE: (305) 566-2455

U.S./CANADA/BAHAMAS TOLL-FREE: (800) 243-8529

April 27, 1995

Secretary of State
Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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Gentlemen:

Enclosed please find the Articles of Incorporation for ROSSI-HEDGLON ADVERTISING INC.. The acceptance of designation by the Registered Agent for service of process is attached.

The name reservation number is R95000001682.

Also enclosed is my office check in the amount of \$122.50 in payment of the following fees:

Filing Articles F.S. 607.0122(1)	\$35.00
Registered Agent Designation F.S. 607.0122(7)	\$35.00
Certified Copy F.S. 607.0122(23)	\$52.50

If there is any problem with these documents as submitted, please call toll-free to 1-800-243-8529 and speak with me or Susan.

Very truly yours,

JON AGEE

JA/bj
Enclosures

HEDGLON.COV

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

These Articles of Incorporation are made and acknowledged by the undersigned Incorporator for the purpose of creating a domestic corporation for profit in accordance with §607.0202 Florida Statutes.

ARTICLE I

The corporate name of the corporation shall be ROSSI-HEDGLON ADVERTISING INC.

ARTICLE II

The address of the principal office of the corporation shall be 1313 East Sample Road, Pompano Beach, Florida 33064. The mailing address shall be the same.

ARTICLE III

The corporation shall have the authority to issue one thousand (1,000) shares of common stock of the same class. Each share shall have a par value equal to One Dollar (\$1.00). All shares shall confer upon the owners thereof the same rights. No preemptive rights are granted to shareholders.

ARTICLE IV

The street address of the initial registered office of the corporation shall be 1313 East Sample Road, Pompano Beach, Florida 33064. The name of the initial registered agent of the corporation at that office is Michael J. Hedglon. A written acceptance of such office in accordance with §607.0501(3) Florida Statutes accompanies these Articles.

ARTICLE V

The name of the incorporator is Michael J. Hedglon. The address of the Incorporator is 1313 East Sample Road, Pompano Beach, Florida 33064.

ARTICLE VI

The corporation shall have perpetual existence, which existence shall commence upon the date these Articles of Incorporation are filed with the Florida Secretary of State.

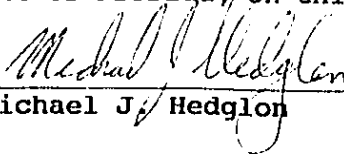
ARTICLE VII

The corporation is organized to transact any and all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Act. Without limitation of the foregoing, it is anticipated that the initial business of the corporation will be providing marketing services.

ARTICLE VIII

The number of Directors of the corporation shall be one (1); however, the number of Directors may be changed by amendment of the By-Laws of the corporation. Cumulative voting for Directors shall not be permitted.

In witness whereof, the undersigned Incorporator has signed these Articles of Incorporation and has acknowledged such act before a Notary Public in and for the State of Florida, on this April 27, 1995.


Michael J. Hedglon (SEAL)

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

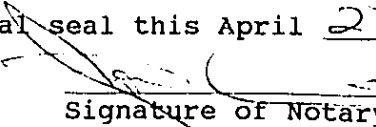
Before me personally appeared Michael J. Hedglon, who is personally known to me or produced the following identification if not personally known to me:

PERSONALLY KNOWN

(If not personally known, describe the identification produced in the blank above.)

and who did not take an oath, and acknowledged to and before me that the foregoing Articles of Incorporation were executed freely for the purposes therein expressed.

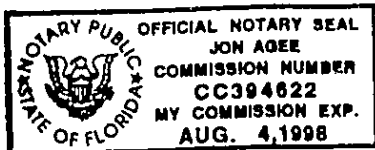
Witness my hand and official seal this April 27, 1995.


Signature of Notary Public

Jon Agee
Printed/Typed Name of Notary Public

Commission No. _____

My notary commission expires: _____

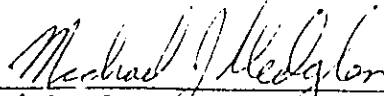


The Notary Public must affix his OFFICIAL SEAL of office in the blank space to the left of the notary public signature line above, and he must state on the lines provided above his typed name, the number of his commission and the date that his notary public commission expires, unless this information is clearly shown by the notary public seal or stamp. (If the commission is for life, he should enter "FOR LIFE" on the line.)

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

Notice is hereby given to the Florida Department of State in accordance with §607.0501(3) Florida Statutes that the undersigned, having been designated by ROSSI-HEDGLON ADVERTISING INC. in its Articles of Incorporation to serve as the Registered Agent of said corporation, and being familiar with the obligations of that position, hereby makes formal acceptance of such position and the responsibilities of the Registered Agent effective simultaneously with the designation. The business office of the undersigned is identical with the registered office of the said corporation, as provided by §607.0501(1)(b)(1) Florida Statutes.

Dated this April 27, 1995.



Michael J. Hedglon
Registered Agent

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TALLAHASSEE, FLORIDA