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SPECIALTY PROMOTIONS & MARKETING, INC.
1556 YARDLEY COURT
KISSIMMEE, FL 34744

June 11, 1995

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: New Corporate Filing

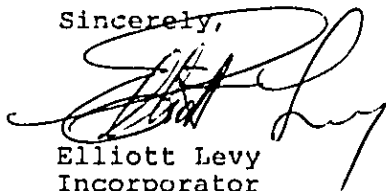
To Whom it May Concern:

Enclosed are the Articles of Incorporation for SPECIALTY PROMOTIONS & MARKETING, INC. along with a check for \$122.50 covering the filing fees and a certified copy.

Please contact me at 407-931-3985 if any additional information is needed to process these documents.

Thank you for your prompt attention to this matter.

Sincerely,


Elliott Levy
Incorporator

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ARTICLES OF INCORPORATION
OF
SPECIALTY PROMOTIONS & MARKETING, INC.

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The undersigned Incorporator makes, subscribes, acknowledges and files with the Department of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit under the Florida General Corporation Act.

ARTICLE I - NAME AND ADDRESS

The name of this corporation is SPECIALTY PROMOTIONS & MARKETING, INC. The address of the principal office and the mailing address of this corporation is 1556 Yardley Court, Kissimmee, Florida 34744.

ARTICLE II - TERMS OF EXISTENCE

This corporation shall commence as of the date of filing, and its existence shall be perpetual.

ARTICLE III - NATURE OF THE BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STRUCTURE

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock, having a par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 1556 Yardley Court, Kissimmee, Florida, 34744, and the name of the initial registered agent of this corporation at that address is Elliott Levy.

ARTICLE VI - BOARD OF DIRECTORS

There shall be a Board of Directors for this corporation which shall consist of not less than one (1). Except for the number constituting the initial Board of Directors, the number of directors may be increased or diminished from time to time by the By-Laws adopted by the Shareholders.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The names and street addresses of the initial Board of Directors of this corporation, who, subject to these Articles of Incorporation and the laws of the State of Florida shall hold office until the first annual meeting of the Shareholders or until their successors are elected and qualified, or until their resignation, removal from office or death are:

NAME	ADDRESS
Elliott Levy	1556 Yardley Court Kissimmee, FL 34744

ARTICLE VIII - INCORPORATOR

The name and street address of the Incorporator is:

Elliott Levy	1556 Yardley Court Kissimmee, Florida 34744
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ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

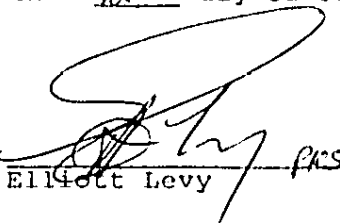
ARTICLE X - PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation in the ratio that the number of shares he holds at the time so issued bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of notice from the corporation.

ARTICLE XI - INDEMNIFICATION

The Corporation shall, to the fullest extent permitted by Chapter 607 of the Florida General Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of stockholders or disinterested Directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

IN WITNESS WHEREOF, the Incorporator has executed these Articles this 12th day of June, 1995.




Elliott Levy

STATE OF FLORIDA)
) ss.
COUNTY OF OSCEOLA)

Before me personally appeared Elliott Levy, to me well known and known to me to be the individual described in and who executed the foregoing, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the county and state named above on this 12th day of June, 1995.



Notary Public - State of Florida
NAOMI HAWTHORN

NAOMI HAWTHORN
Notary Public - State of Florida
My Commission Expires
December 12, 1995
CC160222

My Commission Expires:

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

In pursuance of Section 48.091 and Section 607.034(3), Florida Statutes, the following is submitted in compliance with said sections:

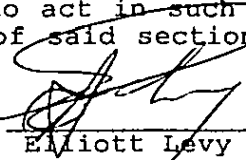
SPECIALTY PROMOTIONS & MARKETING, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, at the City of Kissimmee, County of Osceola, State of Florida, has named Elliott Levy as its registered agent to accept service of process within this state, who is located at the following registered office: 1556 Yardley Court, Kissimmee, Florida, 34744.

Signature  _____

TITLE: President

DATE: June 12th, 1995

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in this certificate, I hereby accept such appointment and agree to act in such capacity. I agree to comply with the provisions of said sections relative to keeping open the registered office.

Signature  _____
Elliott Levy

DATE: June 12th, 1995