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**PRESTIGE HALL,
LEGAL & FINANCIAL SERVICES**

ACCOUNT NO. 1072450000032

REFERENCE : 632979 9216A

AUTHORIZATION :

COST LIMIT : 9 122.50

ORDER DATE : July 6, 1995

ORDER TIME : 10:23 AM

ORDER NO. : 632979

CUSTOMER NO: 9216A

CUSTOMER: Fred Stanton, Esquire
THERREL BAISDEN & MEYER WEISS

Suite 500
1111 Lincoln Road
Miami Beach, FL 33139

100001530851

DOMESTIC FILING

EFFECTIVE DATE
JUL - 5 1995

NAME: ROI MARKETING CORPORATION

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carol M. Hensal

EXAMINER'S INITIALS:

T. BROWN JUL - 7 1995

FILED
95 JUL -6 AM 8 3
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
JUL - 5 1995

ARTICLES OF INCORPORATION
OF
ROI MARKETING CORPORATION

FILED
95 JUL -6 AM 8:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
Name

The name of the corporation is ROI Marketing Corporation

ARTICLE II
Duration

This corporation shall have a perpetual existence, unless dissolved according to law, commencing on the 5th day of July, 1995.

ARTICLE III
Purpose

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV
Capital Stock

This corporation is authorized to issue TEN THOUSAND (10,000) shares of ONE AND NO/100 DOLLARS (\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE V
Principal Office; Initial Registered Office and Agent

The street address of the initial principal office and registered office of this corporation is: 1111 Lincoln Road, Suite 500, Miami Beach, Florida 33139, and the name of the initial registered agent of this corporation at that address is: Fred R. Stanton, Esq.

ARTICLE VI
Initial Board of Directors

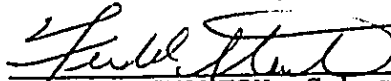
This corporation shall initially have one (1) director. The number of directors may be increased or decreased from time to time by the By-laws, but shall never be less than one (1). The name and

address of the initial director of this corporation is: James P. Moylan, 3400 NE 193 Street, Unit P8, North Miami Beach, Florida 33180.

ARTICLE VII
Incorporator

The name and address of the person signing these Articles is: Fred R. Stanton, Esq., 1111 Lincoln Road, Suite 500, Miami Beach, Florida 33139.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 5 day of July, 1995.

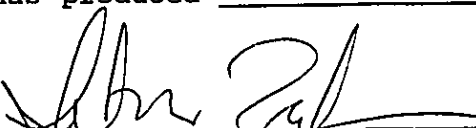

FRED R. STANTON, Subscriber

STATE OF FLORIDA:

SS:

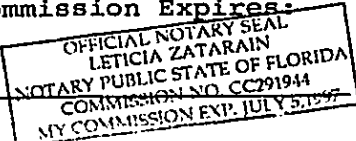
COUNTY OF DADE:

The foregoing instrument was acknowledged before me this 5th day of July, 1995, by FRED R. STANTON, ESQ., who is personally known to me or who has produced as identification.


Notary Public, State of Florida
at Large

Leticia Zatarain
Type/Print/or Stamp Name of Notary

My Commission Expires:



FILED
95 JUL -6 AM 8:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ROI MARKETING CORPORATION

In pursuance of the Florida Statutes, the following is submitted, in compliance with said Act:

First--that ROI Marketing Corporation, desiring to organize under the laws of the State of Florida with its principal office at: c/o Therrel Baisden & Meyer Weiss, 1111 Lincoln Road, Suite 500, Miami Beach, Florida 33139, has named Fred R. Stanton, Esq., located at 1111 Lincoln Road, Suite 500, Miami Beach, Florida 33139, as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


FRED R. STANTON