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Chapter Number Only

8/17/95

Elias Rudnikas
Requester's Name
3670 NW 6 St. # 2nd fl
Address
Miami FL 33125
City State ZIP Phone

642-5000

VALIDATION ONLY

300001564068
-08/18/95 -01000 -029
****122.50 ****122.50

CORPORATION(S) NAME

Rudnikas Advertising Inc.

FILED
1995 AUG 18 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Empire Toll Free: 1-800-432-3028

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F. CHESSER AUG 18 1995

ARTICLES OF INCORPORATION
OF
RUDNIKAS ADVERTISING, INC.

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1995 AUG 18 PM 3:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Corporation for such corporation:

- FIRST:** The name of the corporation is RUDNIKAS ADVERTISING, INC.
SECOND: The period of duration of the corporation is perpetual.
THIRD: The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this state.
FOURTH: Authorized Shares.

Number. The aggregate number of shares that the corporation shall have the authority to issue is 2000 shares of Capital Stock with a par value at One Dollar per share.

Initial Issue. 1,000 shares of the Capital Stock of the corporation shall be issued for cash at a par value of One Dollar per share.

Stated Capital. The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

No classes of stock. The shares of the corporation are not to be divided into classes.

No shares in series. The corporation is not authorized to issue shares in series.

FIFTH: The initial address in Florida of the initial registered and principal office of the corporation is:

3670 N.W. 6th St. 2nd Floor Miami, Florida 33125, and the name of the initial resident agent at that address is Elias Rudnikas.

SIXTH: The initial board of directors shall consist of two members, who need not be residents of the State of Florida or shareholders of the corporation.

SEVENTH: The names and addresses of the persons who shall serve as directors until the first annual meeting of the shareholders, or until their successors shall have been elected and qualified are as follows:

MARTA RUDNIKAS	1/2 OF	ELIAS RUDNIKAS	1/2 OF
3670 N.W. 6 St, 2nd Fl	THE	3670 N.W. 6 St, 2nd Fl	THE
Miami, FL. 33125	SHARES	Miami, FL. 33125	SHARES

EIGHTH: The names and addresses of the initial incorporators are as follows:

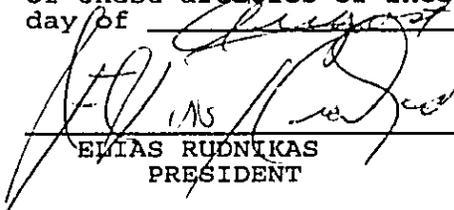
ELIAS RUDNIKAS - PRESIDENT	MARTA RUDNIKAS - VICE PRES.
3670 N.W. 6 St, 2nd Fl	3670 N.W. 6 St, 2nd Fl
Miami, FL. 33125	Miami, FL. 33125

NINTH: The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed

and approved at a stockholders meeting, with not less than a majority vote of common stock.

TENTH: The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this corporation as may be issued for money (money, or and property or services) from time to time, in addition to that stock authorized (and issued) by the corporation. The preemptive rights of any holder is determined by the ratio of the authorized (authorized and issued) shares of common stock held by the holder of all shares of common stock currently authorized (authorized and issued).

IN WITNESS WHEREOF, THE UNDERSIGNED has made and subscribed of these articles of incorporation at Miami, Florida, on the 16th day of August, 19 95.


ELIAS RUDNIKAS
PRESIDENT

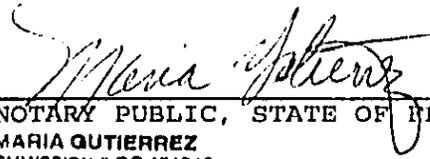

MARTA RUDNIKAS
VICE-PRESIDENT

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared ELIAS RUDNIKAS and MARTA RUDNIKAS who are to me well known to be the persons described in the above articles of incorporation, and they did and voluntarily acknowledged to me that they made and subscribed the same for the uses and purposes therein mentioned set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal,
at Miami, in said County and State this 16th day of
August, 1995.


NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:



MARIA GUTIERREZ
COMMISSION # CC 484246
EXPIRES APR 20, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

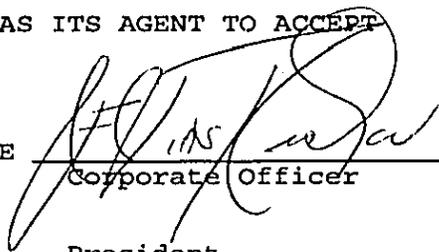
FIRST-- That RUDNIKAS ADVERTISING, INC.
(Name of Corporation)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF
MIAMI, STATE OF FLORIDA, HAS NAMED ELIAS RUDNIKAS
(City) (Resident Agent)

LOCATED AT 3670 N.W. 6 ST, 2ND FL MIAMI, FLORIDA 33125
(Street Address and Number of Building)
(Post Office Boxes are not acceptable)

CITY OF MIAMI, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT
SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE


Corporate Officer

President

Date

8/16/95

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.

SIGNATURE

[Handwritten Signature]

(RESIDENT AGENT)

8/16/95

(DATE)

FILED
1995 AUG 18 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA