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*Law Office of
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MIAMI, FLORIDA 33173

Via Federal Express

February 14, 1996

Florida Department of State
Division of Corporations
400 East Gaines
Tallahassee, Florida 32301

RE: OPUS ADVERTISING, INC.,

Gentlemen:

300001715843
-02/15/96--01067--010
****122.50 ****122.50

Enclosed is an original and one copy of the Articles of Incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation.

Please provide a certified copy of these articles.

A check for \$122.50 is enclosed. This represents payment for;

Filing Fee	\$ 35.00
Registered Agent Designation	\$ 35.00
Certified Copy	\$ 35.00
Total	\$122.50

FILED
96 FEB 15 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Thank you for your cooperation.

Very truly yours,


ROBERT A. KANZIGER, ESQUIRE

RAK/vrr
enc(s).

SMB
2/19/96

**ARTICLES OF INCORPORATION
OF**

OPUS ADVERTISING, INC.

FILED
96 FEB 15 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATION NAME.

The name of the corporation is : OPUS ADVERTISING, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 2,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing upon filing of these articles.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Robert A. Kanziger
6401 S.W. 87 Avenue, Suite 200
Miami, Florida 33173

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. CORPORATION BUSINESS ADDRESS.

The initial corporate business address shall be:

135 N.W. 36 Street
Miami, Florida 33137

ARTICLE VII. BOARD OF DIRECTORS.

This Corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII. INITIAL DIRECTOR.

The name of the initial directors of this Corporation and his/her street address is:

Adam Ross
135 N.W. 36 Street
Miami, Florida 33137

Diana Ross
135 N.W. 36 Street
Miami, Florida 33137

The person named as initial director shall hold office for the first year of existence of this Corporation or until his/her successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE IX. INCORPORATION.

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Robert A. Kanziger
6401 S.W. 87 Avenue, Suite 200
Miami, Florida 33173

ARTICLE X. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

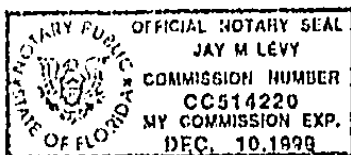
IN WITNESS WHEREOF, the incorporator has signed his name to the foregoing Articles of Incorporation this 14 day of February, 1996.


Robert A. Kanziger, Incorporator,

STATE OF FLORIDA)
)ss:
COUNTY OF DADE)

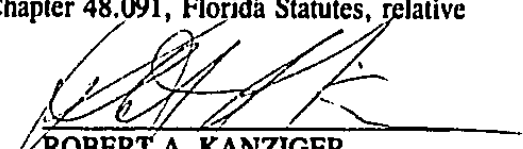
BEFORE ME, the undersigned authority, personally appeared **ROBERT A. KANZIGER**, who after first being duly cautioned and sworn, deposes and says that he has subscribed the foregoing Articles of Incorporation as the incorporator freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal in the state and county last aforesaid this 14 day of February, 1996.




NOTARY PUBLIC,
State of Florida at Large

HAVING BEEN NAMED to accept service of process for the above-stated corporation at 6401 S.W. 87 Avenue, Suite 200, Miami, Florida 33173. I hereby agree to act in such capacity and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.


ROBERT A. KANZIGER,
Registered Agent