

P96000022051

KEVIN R. DEGNAN
Attorney at Law

Office Address
339 S.W. 30th Terrace
Deerfield Beach, FL 33442
Office 305 421-7429

Mailing Address
P.O. Box 1046
Deerfield Beach, FL 33443
Fax 305 429-3624

Date: March 7, 1996

EFFECTIVE DATE
3/14/96

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32301

If by Fed Ex to:
409 East Gains Street
Tallahassee, FL 32301
(904) 488-9000

Dear Sirs:

Please find enclosed a copy of the articles of incorporation of
MEDIA ADVERTISING CENTER, INC., a corporation to be established
pursuant to the laws of the State of Florida.

Please file the articles and return a certified copy thereof to
the above address.

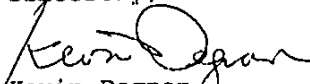
A check for \$122.50 has been enclosed to cover the following:

Filing	\$35.00
Certified Copy	52.50
Designation/Registered Agent	35.00

Thanks for your attention to this matter.

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Sincerely,


Kevin Degnan

96 MAR -8 AM 8 44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

8/13
3/12/96

EFFECTIVE DATE
3/4/96

FILED

ARTICLES OF INCORPORATION

96 MAR -8 AM 8:44

MEDIA ADVERTISING CENTER, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BY THESE ARTICLES OF INCORPORATION the incorporator forms a

corporation for profit under Florida law.

ARTICLE 1

The name of the corporation is MEDIA ADVERTISING CENTER, INC.

ARTICLE 2

The corporation shall exist perpetually.

ARTICLE 3

The purpose of this corporation is to transact any or all lawful businesses for which corporations may be incorporated under Chapter 607 Florida Statutes.

ARTICLE 4

This corporation is authorized to issue 300 shares of common stock of a par value of One Dollar (\$1) per share.

ARTICLE 5

The corporation is to commence existence on March 4, 1996.

ARTICLE 6

The name and address of the incorporator is Deeb George, III of 347 SW 30th Terrace, Deerfield Beach, FL 33442.

ARTICLE 7

This corporation shall have one director initially. This number shall be fixed by the Bylaws and may be changed from time to time. The name and address of said director is: Deeb George, III of 347 SW 30th Terrace, Deerfield Beach, FL 33442. He shall hold office until the first annual meeting of stockholders.

ARTICLE 8

The name and address of the first president of the first president of the corporation is Carolyn Fisher of 1725 NE 7th Street, #1, Fort Lauderdale, FL 33304. The name and address of the first vice-president

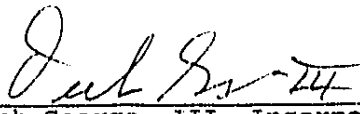
and treasurer of the corporation is Deeb George, III of 347 SW 30th Terrace, Deerfield Beach, FL 33442. The name and address of the first secretary is Rick George, 3800 Galt Ocean Drive, #712, Fort Lauderdale, FL 33308.

ARTICLE 9

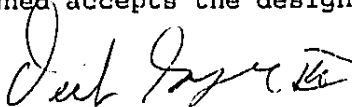
The principal place of business of the corporation is 347 SW 30th Terrace, Deerfield Beach, FL 33442.

ARTICLE 10

The initial registered agent for this corporation is Deeb George, III, and the initial registered office is located at 347 SW 30th Terrace, Deerfield Beach, FL 33442.


Deeb George, III, Incorporator

CONSENT OF REGISTERED AGENT: HAVING BEEN NAMED as the registered agent for this corporation at the registered office designated in the foregoing articles of incorporation, the undersigned accepts the designation.


Deeb George, III

FILED
96 MAR -8 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FL

P96000022051

Office Address
339 S.W. 30th Terrace
Deerfield Beach, FL 33442
Office 305 421-7429

KEVIN R. DEGNAN
Attorney at Law

Mailing Address
P.O. Box 1046
Deerfield Beach, FL 33443
Fax 305 429-3624

Date: February 26, 1997

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32301

If by Fed Ex to:
409 East Gaines Street
Tallahassee, FL 32301
(904) 488-9000

10000022051-1-007-5
-03/05/97-01027-007
*****35.00 *****35.00

Dear Sirs:

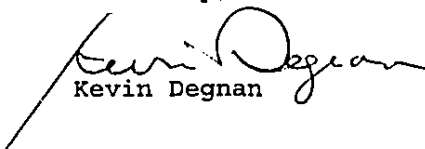
Please find enclosed a copy of the articles of dissolution of
MEDIA ADVERTISING CENTER, INC.

Please file the articles.

A check for \$35.00 has been enclosed to cover filing.

Thanks for your attention to this matter.

Sincerely,


Kevin Degnan

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07100-5 AM 11:11
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION
MEDIA ADVERTISING CENTER, INC.

BY THESE ARTICLES OF DISSOLUTION, the undersigned, member of the Board of Directors and shareholder of MEDIA ADVERTISING CENTER, INC., a Florida corporation, hereby dissolves said corporation.

1. The name of the corporation is MEDIA ADVERTISING CENTER, INC.
2. The Articles of Incorporation of MEDIA ADVERTISING CENTER, INC., were filed with the Florida Department of State on March 4, 1996 and assigned document number P96000022051.
3. The dissolution of MEDIA ADVERTISING CENTER, INC., was authorized on the 26 day of FEBRUARY, 1997.
4. The dissolution was upon the recommendation of the Board of Directors of MEDIA ADVERTISING CENTER, INC. and was approved by the shareholders of the corporation unanimously. (The number of votes cast for dissolution was sufficient for approval.)
5. Voting by voting groups was not required.
6. The effective date of these articles of dissolution shall be upon filing hereof with the Florida Department of State.


DEEB GEORGE, III

Vice President

FILED
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TALLAHASSEE, FLORIDA