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March 8, 1996

Florida Department of State  
Divivisons Of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

Dear Sir:

Enclosed are two (2) copies of Articles of Incorporation for MOON  
OVER ADVERTISING, INC.

Registered Agent Kenneth B. Divencenzo, 816 S.E. 9th Street  
Suite 205, Deerfield Beach, Florida 33441.

Also enclosed is check for \$122.50 for filing.

Sincerely,



Kenneth B. Divencenzo  
Registered Agent

enc.

FILED  
MAR 13 PM 4:00  
TALLAHASSEE, FLORIDA

SN MAR 21 1996

ARTICLES OF INCORPORATION  
OF  
MOON OVER ADVERTISING, INC.

FILED  
JAN 10 PM 4:00  
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the corporation shall be MOON OVER ADVERTISING, INC.

ARTICLE II. TERM OF EXISTENCE

The corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

This corporation is organized for the following purposes: To engage in all legally authorized business practices in the State of Florida.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100 shares of no par value common stock, which shall be designated as "Common Shares".

ARTICLE V. INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial principal office of this corporation is: 816 SE 9th Street, Suite 205, Deerfield Beach, Florida 33441. The Registered Agent shall be Kenneth B. DiVencenzo at the above street address.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the By Laws. The name and address of the initial Director of the corporation is: Kenneth B. DiVencenzo, 816 S.E. 9th Street, Suite 202, Deerfield Beach, Florida 33441.

ARTICLE VII. INCORPORATION

The name and address of the person signing these Articles of Incorporation is as follows: Kenneth B. DiVencenzo, 816 S.E. 9th Street, Suite 202, Deerfield Beach, Florida 33441.

ARTICLE IX. BYLAWS

The power to adopt, alter, amend or repeal the ByLaws shall be vested in the Board of Directors and shareholders.

ARTICLE X. RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following person and in the amounts set opposite their names:

KENNETH B. DI VENCENZO	500 Shares
FATRICK O'BRIEN	500 Shares

not to be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or the corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

ARTICLE XI. CALLING OF SPECIAL MEETING

Special meetings of shareholders may be called by written notice delivered to each shareholder five (5) business days prior to the meeting date.

ARTICLE XII. SHAREHOLDER QUORUM AND VOTING

One Hundred (100%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum of a meeting of shareholders.

If a quorum is present, the affirmative vote of One Hundred (100%) percent of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIII. DIVIDENDS

Dividends may be paid to shareholders (only out of the unreserved and unrestricted earned surplus of this corporation).

ARTICLE XIV. MANAGEMENT OF CORPORATION BY DIRECTORS

All corporation powers shall be exercised by or under the authority of, and the business and affairs of this corporation, shall be managed under the direction of the Board of Directors or the corporation.

ARTICLE XV. DIRECTORS' TERMS

The shareholders of this corporation shall not be entitled to remove any Director from office during his term unless for cause.

ARTICLE XVI. DIRECTOR QUORUM AND VOTING

One (1) of the Directors shall constitute a quorum for a meeting of the Directors.

If a quorum is present, the affirmative vote of the Directors

present shall be the act of the Board of Directors.

ARTICLE XVII. MEETING BY CONFERENCE TELEPHONE

Member of the Board of Directors may participate in meeting of the Board of Directors by means of a conference telephone, as provided by law.

ARTICLE XVIII. ACTION BY DIRECTORS WITHOUT A MEETING

The Directors of this corporation may take action by written consent, as provided by law.


ARTICLE XIX. INDEMNIFICATION

This corporation shall indemnify all officers or Directors or any former officer or Director, to the full extent permitted by law.

ARTICLE XX. AMENDMENT

This corporation reserves the right to amend or repeal any provision in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

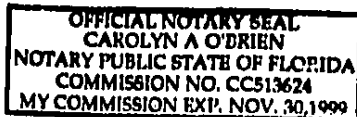
IN WITNESS WHEREOF, the undersigned subscribed has executed these Articles of Incorporation on this 12 day of March, 1996.

  
KENNETH B. DIVENCENZO,  
Subscriber

STATE OF FLORIDA

COUNTY OF Broward ss:

13<sup>th</sup> day of March, 1996, by KENNETH B. DIVENCENZO who is personally known to me or has shown Florida Driver's License # 0165-101-43-558-0 as identification.



Carolyn A. O'Brien  
Notary Public - State of Florida  
at Large

My Commission Expires:

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.

Kenneth B. Divencenzo  
KENNETH B. DIVENCENZO  
Registered Agent

TALLAHASSEE, FLORIDA

MAR 18 PM 1:00

1996