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LAW OFFICES OF
LARRY V. BISHINS, P.A.

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Please reply to: Fort Lauderdale

March 21, 1996

Dave Mann
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

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FILED
DIVISION OF CORPORATIONS
96 MAR 21 AM 9:59

RE: DMARK COMMUNICATIONS INTERNATIONAL, INC.

Dear Mr. Mann:

On March 11, 1996 I mailed you for filing articles of incorporation for DMARK COMMUNICATIONS, INC. Subsequent to the Division of Corporations receiving these Articles of Incorporation, the Division of Corporations filed articles of incorporation for D-MARK COMMUNICATIONS, INC. These articles were filed on March 19, 1996 and issued file number P96000024516. On March 21, 1996 the Division of Corporations rejected the articles of incorporation that I filed and issued the rejection number W96000006073. The articles of incorporation that I filed prior to March 19, 1996 should have been filed ahead of the other D-MARK COMMUNICATIONS, INC. and should have never been rejected. Request is hereby made upon you to review the date received stamp of the two corporations to see that I am right.

Anyway, I would like to resolve this matter expeditiously. In order to do that, I am enclosing new articles of incorporation using the name DMARK COMMUNICATIONS INTERNATIONAL, INC. Since this name is different than the DMARK COMMUNICATIONS, INC., I would appreciate it if you would file this corporation immediately, post the filing on the computer and call my office with the filing number.

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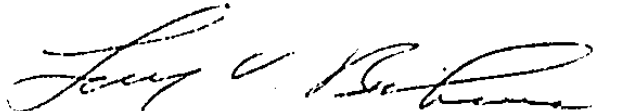
My client is leaving for Australia on Saturday, and needs this corporation as soon as possible.

I am enclosing a check in the amount of \$122.50 for the filing fee. A check in a similar amount was sent with the original filing. If you do not need a new filing fee because you already collected a filing fee for this corporation, then please mail the enclosed check back to the undersigned in the self-addressed, stamped envelope that I have enclosed.

I spoke to Paul Mitchell regarding this problem, and Paul will be calling you about this on Friday morning.

I wish to thank you in advance for resolving this matter expeditiously for me.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Larry V. Bishins".

Larry V. Bishins

LVB:lb

Articles Of Incorporation

Of

DMARK COMMUNICATIONS INTERNATIONAL, INC.

The undersigned subscriber to these Articles of Incorporation
a natural person competent to contract, hereby associates himself
to form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is DMARK COMMUNICATIONS
INTERNATIONAL, INC.

ARTICLE II - LOCATION

The principal office of this corporation is to be located at
8300 NW 51st Street, County of Broward, Lauderhill, Florida 33351.

ARTICLE III - NATURE OF BUSINESS

This corporation may engage in any activity or business
permitted under the laws of the United States and of the State of
Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is
authorized to have outstanding at any one time is five thousand
(5,000) shares of common stock, having a nominal or par value of
one dollar (\$1.00) per share.

ARTICLE V - REGISTERED AGENT AND REGISTERED OFFICE

The street address of the initial registered office of this
corporation is 8300 NW 51st Street, Lauderhill, Florida 33351, and
the name of the initial registered agent of this corporation at
that address is Douglas Mark Grace.

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DIVISION OF CORPORATIONS
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ARTICLE VI - DIRECTORS

The corporation shall have one director initially. The number of directors may be increased or diminished from time to time, by By-Laws adopted by the Stockholders, but shall never be less than one (1).

ARTICLE VII - INITIAL DIRECTORS

The name and street address of the first Board of Directors who shall hold office until successors are elected and have qualified are as follows:

Douglas Mark Grace
8300 NW 51st Street
Lauderhill, FL 33351

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Douglas Mark Grace, 8300 NW 51st Street, Lauderhill, FL 33351.

ARTICLE IX - EFFECTIVE DATE

The date when the corporate existence shall begin shall be the date of subscription and acknowledgment stated herein if this Certificate of Incorporation or Articles of Incorporation are filed within five (5) days, exclusive of legal holidays, after subscription and acknowledgment hereof, and are subsequently approved by the Secretary of State and all filing fees and taxes paid; otherwise, it shall be the date when the Articles of Incorporation are filed in the Office of the Secretary of State and approved.

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 majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting the intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 21st day of March, 1996.

...*Douglas Mark Grace*...
Douglas Mark Grace

STATE OF FLORIDA

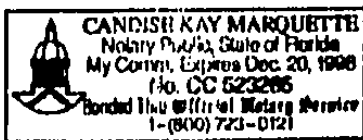
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COUNTY OF BROWARD

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I HEREBY CERTIFY that on this 21st day of March, 1996, before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Douglas Mark Grace, personally known to me to be the individual who executed the foregoing Articles of Incorporation and said person acknowledged before me that said person subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 21st day of March, 1996.



Candish Kay Marquette
.....
Notary Public

My Commission Expires:

12/20/98

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

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

FIRST -- DMARK COMMUNICATIONS INTERNATIONAL, INC. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 8300 NW 51st Street, Lauderhill, County of Broward, State of Florida, has named Douglas Mark Grace, 8300 NW 51st Street, Lauderhill, Florida 33351, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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

By: *Douglas M. Grace*
.....
Douglas Mark Grace
Resident Agent