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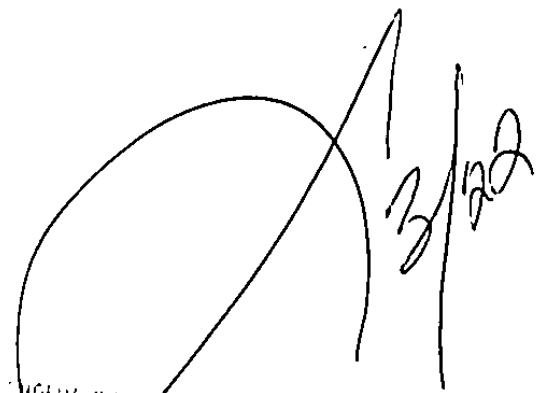
TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GINE STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
152 W. FLAGLER
SUITE 200
MIAMI FL 33135-
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

(((H96000004125)))
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: MAT-TELL COMMUNICATIONS, INC.
FAX AUDIT NUMBER: H96000004125
DATE REQUESTED: 03/21/1996
CERTIFIED COPIES: 1
NUMBER OF PAGES: 7
ESTIMATED CHARGE: \$122.50
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


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MAR 22 1996
65-117-22-27-55

CONCLUSION

ARTICLES OF INCORPORATION

OF

MATTELL COMMUNICATIONS, INC.

I, the undersigned, for the purposes of forming a corporation for profit pursuant to the laws of the State of Florida, do hereby make, subscribe, acknowledge and file the following Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation shall be:

MAT-TELL COMMUNICATIONS, INC.

ARTICLE II

TERM OF EXISTENCE

This Corporation shall exist perpetually or until dissolved by due process of law.

ARTICLE III

PURPOSE

This corporation is organized for the general purpose of transacting any or all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE.IV

CAPITAL STOCK

This Corporation is authorized to issue par value common stock as described below, and none other:

Maximum Number of Shares: 7,500

Greenspoon & Marder
Gerald Greenspoon, Esq. Par Value Per Share: \$1.00
100 W. Cypress Creek Rd.
Suite 700
Ft. Lauderdale, FL 33309
(305) 491.1120
FAX. 283983

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The authorized shares of par value common stock may be issued only for a consideration having a value, in the judgment of the Board of Directors, equivalent at least to the full par value of the stock so to be issued. Such consideration may be in the form of cash, real property, tangible personal property, intangible personal property, labor or services rendered, other than future services, or any combination of the foregoing.

Each share of common stock of this Corporation shall entitle the holder of record thereof to one vote upon each proposal presented at lawful meetings of the Shareholders. No holder of common stock of this Corporation shall be entitled to any right of cumulative voting.

ARTICLE V

PREEMPTIVE RIGHTS

The Corporation may provide for preemptive rights of stockholders pursuant to provisions of its By-laws, but no preemptive rights shall exist unless specifically approved for inclusion in the By-laws.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be:

100 West Cypress Creek Road
Suite 700
Ft. Lauderdale, Florida 33309

The Corporation may also maintain its principal office and branch offices at such places and in such states and foreign countries as the Board of Directors may from time to time by resolution provide.

The name of the initial Registered Agent of this Corporation at the aforementioned address is: Gerald Greenspoon.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The business of this Corporation shall be conducted by a Board of Directors of not less than one (1), nor more than fifteen (15) persons. The Board of Directors shall be elected at the annual meeting of the stockholders of this Corporation, which meeting shall be held at such time as provided by the By-Laws. They shall hold office until their successors are elected or appointed and have qualified, unless otherwise provided by the By-Laws.

The name and street address of the initial director who is to conduct the affairs of this Corporation until the first meeting and election and qualification of his successor:

NAME	ADDRESS
Michael DiVeronica	2301 Collins Avenue Miami Beach, Florida 33139

ARTICLES VIII**INCORPORATOR**

The name and address of the individual signing these Articles of Incorporation is:

NAME	ADDRESS
Gerald Greenspoon	100 West Cypress Creek Road, Suite 700 Ft. Lauderdale, Florida 33309

ARTICLE IX**CORPORATE ADDRESS**

The address of the Corporation shall be:

2301 Collins Avenue
Miami Beach, Florida 33139

ARTICLE IX

MISCELLANEOUS

1. No contract or other transaction between this Corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this Corporation is or are interested in, or is a director or officer of such other corporation.

2. Upon election of the Board of Directors by the stockholders, such Board shall manage the business and affairs of the corporation, without the need of further authorization from the stockholders, except as provided by law, or otherwise herein.

3. The initial By-Laws of this Corporation shall be adopted by the Board of Directors. The By-Laws may be amended from time to time by either the Shareholders or the Directors. The Shareholders may amend, alter, or repeal any By-Law adopted by the Directors. The Directors may not alter, amend or repeal any By-Law adopted by the Shareholders, nor may the Directors adopt By-Laws which would be in conflict with the By-Laws adopted by the Shareholders.

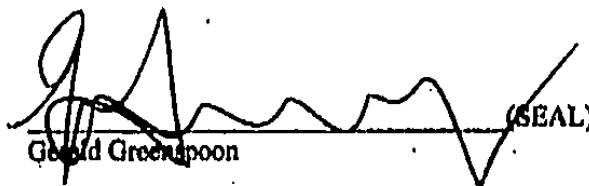
4. The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in a manner now or hereafter prescribed by law; and all rights conferred upon Stockholders herein are granted subject to that reservation.

5. Any Incorporator or Shareholder present at any meeting, either in person or by proxy, and any Directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

6. The Corporation shall indemnify all Officers and Directors of the Corporation to the fullest extent permitted by law.

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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 20th day of March, 1996.

 (SEAL)
Gerald Greenspoon

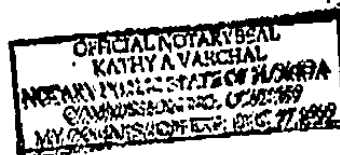
STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Gerald Greenspoon known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed said Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State and County afor:said, this 20th day of March, 1996.


NOTARY PUBLIC, State of Florida
Printed Name: _____
Commission No: _____

My Commission Expires:



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The Undersigned hereby accepts designation as Registered Agent of the Corporation.

GREENSPOON, MARDER, HIRSCHFELD,
RAFKIN, ROSS & BERGER, P.A.

BY:


 Gerald Greenspoon

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act: First that Mat-Tell Communications, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at City of Miami Beach, County of Dade, State of Florida, has named Gerald Greenspoon, located at 100 W. Cypress Creek Road, Suite 700, City of Fort Lauderdale, County of Broward, State of Florida, 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 the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Registered Agent


 Gerald Greenspoon

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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