

P96000025789

Arbery Advertising Inc.
2000 S. Dixie Highway
Suite 207
Miami, FL 33133
(305)856-8009

March 15, 1995

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-03/18/96--01090--015
****122.50 ****122.50

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

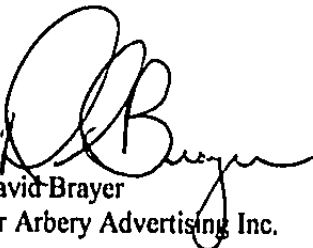
Re: Arbery Advertising Inc.

Dear Sirs,

EFFECTIVE DATE
MAR 15 1996

Please find enclosed the original and one copy of Articles of Incorporation, together with a check in the amount of \$122.50, which represents the cost of filing fees, certified copy of Articles of Incorporation, and fee for Registered Agent Designation for the above named corporation.

Very Truly Yours,


David Brayer
for Arbery Advertising Inc.

FILED
96 MAR 18 AM 8:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN MAR 25 1996

EFFECTIVE DATE
MAR 15 1996

ARTICLES OF INCORPORATION
OF
ARBERY ADVERTISING INC.

FILED
96 MAR 18 AM 8:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned adopts the following Articles of Incorporation to form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be Arbery Advertising Inc.

ARTICLE II - COMMENCEMENT & DURATION

The corporation shall commence its existence on March 15, 1996 and shall exist perpetually unless sooner dissolved according to law.

ARTICLE III - ADDRESS

The mailing address of the corporation is 2000 S. Dixie Hwy. Suite 207 Miami, FL 33133.

ARTICLE IV - STATED CAPITAL

The corporation is authorized to issue the following capital stock:

<u>No. Shares</u>	<u>Classification</u>	<u>Par Value</u>
500	common	\$1.00

Subject to applicable Florida statutes, every shareholder, upon the sale of any new stock of the corporation of the same kind, class or series as he or she already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - REGISTERED AGENT

The name and address of the Registered Agent of the corporation is David Brayer, 2000 S. Dixie Hwy., Suite 207, Miami, FL 33133.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator of the corporation is David Brayer, 2000 S. Dixie Hwy., Suite 207, Miami, FL 33133.

ARTICLE VII - BOARD OF DIRECTORS

The corporation shall have two directors initially. The number of directors may be increased or decreased from time to time thereafter according to the bylaws of the corporation but shall never be less than one. The name and street address of the initial directors of this corporation are:

David Brayer
Jonathan Katzen
2000 S. Dixie Hwy. #207
Miami, FL 33133

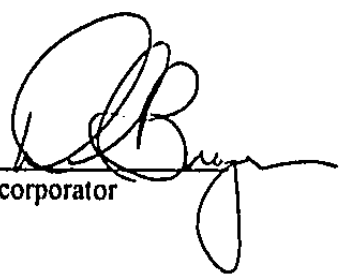
ARTICLE VIII - SHAREHOLDER PROPERTY

Private property of the shareholders shall not be subject to the payment of the corporation's debts.. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of the shareholders to the corporation.

ARTICLE IX - AMENDMENTS TO ARTICLES

The directors shall have the power to amend or repeal these Articles of Incorporation with not less than a two-thirds vote of the common stock.

IN WITNESS WHEREOF, the undersigned incorporator executes these Articles of Incorporation this 15th day of March, 1996.


Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED HEREIN, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Registered Agent

Date: 3/15/96