

**ARTICLES OF INCORPORATION
OF
INTERNET MARKETING SYSTEMS, INC.**

The undersigned, acting as incorporator of INTERNET MARKETING SYSTEMS, INC., adopts the following Articles of Incorporation pursuant to the Florida Business Corporation Act,

ARTICLE I. NAME

The name of the corporation is INTERNET MARKETING SYSTEMS, INC.

ARTICLE II. ADDRESS

The mailing address of the corporation is 2801 Ponce de Leon Blvd., Suite 810, Coral Gables, Florida, 33134.

ARTICLE III. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 3,000 shares of common stock having a par value of \$.01 per share.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 2801 Ponce de Leon Blvd., Suite 810, Coral Gables, Florida 33134 and the name of the corporation's initial registered agent at that address is Ana Diaz Cordero.

ARTICLE V. INCORPORATOR

The name and street address of the incorporator are L. Frank Cordero, 701 Brickell Avenue, Suite 3000, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 27 day of March, 1996.



L. Frank Cordero
Incorporator

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

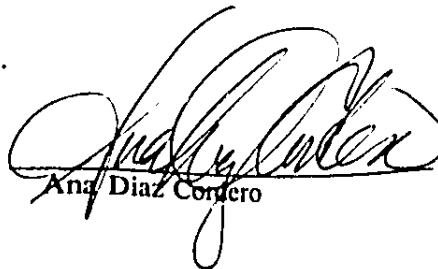
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That INTERNET MARKETING SYSTEMS, INC., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 2801 Brickell Ave., Suite 810, Coral Gables, Florida 33134 has named Ana Diaz Corlero as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and is familiar with, and accepts, the obligations of that position.

Dated this 27 day of March, 1996.



Ana Diaz Corlero