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ROBERT A. DULBERG, ESQUIRE

Attorney at Law
Certified Civil, Family & Federal Mediator

International Place, 21st Floor
100 Southeast 2nd Street
Miami, Florida 33131
Telephone: (305) 381-6851
Fax: (305) 373-2073

March 25, 1996

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

800001760898
-03/26/96--01049--002
*****70.00 *****70.00

Re: American National Advertising & Marketing, Inc.

Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Incorporation and a Designation and Acceptance of Registered Agent for the above Florida corporation. A check for \$70.00, representing the filing fee and registered agent fee, is enclosed herewith.

Please file the enclosed Articles of Incorporation and return a copy of the filed Articles to this office.

Thank you for your prompt attention.

Sincerely yours,
Robert A. Dulberg
Robert A. Dulberg

RAD:vio
enclosure
cc: L. Gilbert Hall (w/encl.)

FILED
96 MAR 28 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Rmc
4-3-96

**ARTICLES OF INCORPORATION
OF
AMERICAN NATIONAL ADVERTISING & MARKETING, INC.**

FILED

96 MAR 28 PM 4 15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Statute 607.0202

The undersigned elects to form a corporation in accordance with Florida of the Florida Business Corporation Act as follows:

**ARTICLE I
NAME**

The name of the Corporation shall be **AMERICAN NATIONAL ADVERTISING & MARKETING, INC.**

**ARTICLE II
EXISTENCE**

The existence of the Corporation shall be perpetual commencing upon filing of these Articles with the Department of State.

**ARTICLE III
NATURE OF BUSINESS**

The general nature of the business or businesses of the Corporation is to engage in any activity, business or enterprise permitted by the laws of the United States and of the State of Florida.

**ARTICLE IV
SHARES**

The aggregate number of shares which the Corporation shall have authority to issue is five-hundred (500) shares with a par value of \$1.00 per share.

**ARTICLE V
INITIAL OFFICE**

The street address of the initial office of the Corporation shall be:

2444 N.W. 7th Place
Miami, Florida 33127

**ARTICLE VI
DIRECTORS**

The number of directors constituting the initial board of directors shall be two (2). The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the Corporation in the manner provided by law, but shall never be less than one (1).

The persons named as initial directors shall hold office for the first year of existence of the corporation or until their successor are elected or appointed and have qualified, whichever occurs first. The names of the persons who shall serve as the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
L. GILBERT HALL	2444 N.W. 7th Place Miami, Florida 33127
JOHN JOSEPH KILLEEN	2444 N.W. 7th Place Miami, Florida 33127

**ARTICLE VII
INCORPORATOR**

The name and address of the Incorporator is:

ROBERT A. DULBERG
International Place, Suite 2100
100 S.E. 2nd Street
Miami, Florida 33131

**ARTICLE VIII
REGISTERED AGENT**

The name and address of the initial Registered Agent is:

ROBERT A. DULBERG, ESQUIRE
International Place, Suite 2100
100 S.E. 2nd Street
Miami, Florida 33131

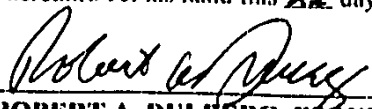
**ARTICLE IX
INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE X
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 (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

The undersigned, being the Incorporator for the purpose of forming this Corporation, does subscribe and acknowledge these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly has hereunto set his hand this 25th day of March, 1996.



ROBERT A. DULBERG, ESQUIRE
Incorporator

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation at the place designated in these Articles, I hereby accept and agree to act in this capacity, and further agree to comply with the provisions of applicable Florida Statutes, relative to keeping open said office.



ROBERT A. DULBERG, ESQUIRE
Registered Agent