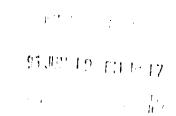
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## Articles of incorporation of AD FACTORY, INC.



#### Article I. Name

The name of this Florida corporation is:
AD FACTORY, INC.

#### Article II. Address

The mailing address of the Corporation is:

AD FACTORY, INC. 146 N.W. 25 ST. MIAMI, FL 33127

#### Article III. Capital Stock

The Corporation shall have the authority to issue 1,000 shares of common stock, par value \$1.00 per share.

#### Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

DAVID ARNOLD 146 N.W. 25 ST. MIAMI, FL 33127

#### Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors are:

DAVID ARNOLD ROBERT FRIEDOPFER DAVID CHERNOFF

Prepared by: Rachlin & Associates, P.A., 11120 N. Kendall Dr., #201, Miami, FL 33176

#### Article VI.

The corporation shall have perpetual existence and may engage in any and all business permitted under the laws of the State of Florida and the United States.

#### Article VII. Incorporator

The name and address of the incorporator is:

DAVID ARNOLD 146 N.W. 25 ST. MIAMI, FL 33127

#### Article VIII. Corporate Existence

The corporate existence of the Corporation shall be effective upon filling.

The authorized representative of the incorporator executed the Articles of Incorporation on May 28, 1996.

DAVIDADAOLD

President

### CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

95 JUN 19 PH 1-17

CORPORATION:

AD FACTORY, INC.

REGISTERED AGENT:

DAVID ARNOLD 146 N.W. 25 ST. MIAMI, FL 33127

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

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DAVID ARNOLD

President