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FRANCIS H. MULDOON, JR., P.A.

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July 11, 1996

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

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-07/16/96--01008--011
*****70.00 *****70.00

RE: Poulf, Inc.

Dear Sir or Madam:

Please find enclosed the original and one copy of the Articles of Incorporation for the above referenced corporation, along with this firm's check in the amount of \$70.00 to cover the cost of filing same. Please return a filed copy to this office at your earliest convenience.

Sincerely,

Francis H. Muldoon, Jr.
for Francis H. Muldoon, Jr.

FILED
95 JUL 15 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FHM/rb

Enclosures

AL JUL 17 1996

ARTICLES OF INCORPORATION

OF

POULF, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

FIRST: The name of the corporation is:

POULF, INC.

SECOND: The period of duration is perpetual.

THIRD: The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

FOURTH: The aggregate number of shares that the corporation shall have the authority to issue is 100 shares of Common Stock with a par value of \$1.00 (or no par value) per share.

FIFTH: The address of its initial Registered Office is:

517 DUVAL STREET, SUITE 201
KEY WEST, FLORIDA 33040

the principal address is the same as the Registered Office, and the name of its initial Registered Agent at said address is:

JOSEPH P. CARTER

SIXTH: The initial Board of Directors/Officers shall consist of two (2) members, who need not be residents of the State of Florida or shareholders of the corporation.

SEVENTH: The names and addresses of the persons who shall serve as officers are as follows:

DAVE FRICK, Director/President

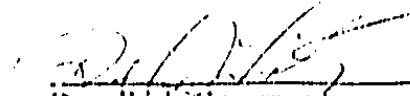
JACK CANE, Director/Vice President/Treasurer

FRANCIS H. MULDOON, JR., Director/Vice President/Secretary

EIGHTH: The name and address of the Incorporator is:

DAVE FRICK
P.O. Box 4043
KEY WEST, FLORIDA 33040

IN WITNESS WHEREOF, THE UNDERSIGNED has made and subscribed these Articles of Incorporation at Key West, Florida, on the 25th day of June, 1996



Dave Frick - Incorporator

STATE OF FLORIDA
COUNTY OF MONROE

BEFORE ME, the undersigned authority, personally appeared Dave Frick, who produced A Florida D.L. # F620-164-58-013-0 as identification and who subscribed the above and foregoing Articles of Incorporation, and he did freely and voluntarily acknowledge before me, according to the law, that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Key West, in said County and State this 25th day of June, 1996.



NOTARY PUBLIC

(SEAL)



RAE A. BURNS
My Comm Exp. 10/18/97
Bonded By Service Inc
No. CC324248
 Personally Known Other I.D.

My Commission Expires:

10/18/97


**CERTIFICATE DESIGNATING REGISTERED OFFICE
AND REGISTERED AGENT FOR
ACCEPTING SERVICE OF PROCESS WITHIN THE STATE**

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

That Pouff, Inc., is desiring to incorporate under the laws of the State of Florida, with its Registered Office as indicated in the Articles of Incorporation, at 5180 U.S. Highway 1, Key West, Florida 33040 has named Joseph P. Carter, Registered Agent at such address to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-named corporation, at the address designated in the certificate, I hereby accept to act in this capacity and to comply with provisions of Chapter 18.091 Florida Statutes, relative to keeping open said office.


Joseph P. Carter - Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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To whom it may concern -

794-59779

Subject - New Age Marketing, Inc - 65-0513394

Please be advised that the new address
for the corporation and registered agent is:

23172 Via Stel

Boca Raton FL 33433

561-392-5671

Please adjust your records accordingly.
If you have any questions, please call -

Thank you -

David Zimmerman
(Pres)