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TNT Advertising, Inc.
C/O Francis J. Trullenque
6450 Collins Avenue, #806
Miami Beach, Florida 33141

July 23,
May 20, 1996

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

100001905801
-07/26/96--01063--004
****122.50 ****122.50

In Re: Incorporation of TNT Advertising, Inc.

Dear Gentlemen:

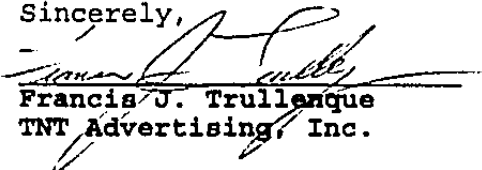
Please find enclosed the original Articles of Incorporation together with the Resident Agent Designation and appropriate filing fees.

Upon filing, please forward the certificate and recorded Articles to:

TNT Advertising, Inc.
c/o Francis J. Trullenque
6450 Collins Avenue, #806
Miami Beach, Florida 33141

Thank you for your time and cooperation and I look forward to your response. In the event you should have any questions regarding this letter or any other matter please do not hesitate to contact me at the above styled address.

Sincerely,


Francis J. Trullenque
TNT Advertising, Inc.

P.S. Our Federal ID # is 65-0665737

GB 7/27/96

ARTICLES OF INCORPORATION
OF
TNT Advertising, Inc.

FILED
96 JUL 26 AM 10:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of associating to establish a corporation for the transaction of the business and the promotion and conduct of the objects and purposes hereinafter stated, under the provisions and subject to the requirements of the Laws of the State of Florida, and we do hereby file these Articles of Incorporation in writing and do hereby state as follows, to wit:

ARTICLE ONE
NAME

The name of the corporation is:

TNT Advertising, Inc.

ARTICLE TWO
DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE
PURPOSE

The general nature and purpose of this corporation is to engage in the following activities:

A.) The authority to engage in and transact, within and without the State of Florida or the United States, any and all lawful activities permitted under the laws of the United States and/or of the State of Florida for which

corporations may be incorporated under Chapter 607 of the Florida Statutes;

B.) The Corporation may more particularly engage in the following businesses and/or activities:

- 1.) To engage in the business of advertising, marketing and promotions and public relations including but not limited to the following:
- 2.) To engage in the business of Video, audio, print and Film Production related or non related to advertising, marketing, promotions, and public relations.
- 3.) To engage in the business of Sales and rental of Video, audio and Film equipment.
- 4.) To engage in the business of wholesale and retail sales of any kind;
- 5.) To engage in the business of importing and Exporting commodities, goods and any and all other materials, supplies and exportable/importable items permitted under the respective laws of the corresponding jurisdiction;
- 6.) To engage in the travel business and develop a business in the field of tourism which includes but is not limited to tourist guide services, travel services and any and all activities arising from and in connection with tourism;
- 7.) To engage in the money brokerage business as permitted under the respective jurisdiction in which said business shall be effected;
- 8.) To engage in the real estate business as principal, agent, broker, and in any lawful capacity, and generally to take, lease, purchase, or otherwise acquire, and to own, use, hold (including holding for investment), sell, convey, exchange, lease, mortgage, work, clear, improve, develop, divide, and otherwise handle, manage operate, deal in and dispose of real estate, real property, lands, multiple dwelling

structures, houses, buildings, and other works and any interest or right therein;

- 9.) Furthermore, the corporation may take lease, purchase or otherwise acquire, and own, use, hold, sell, convey, exchange, hire, lease, pledge, mortgage, and otherwise handle, and deal in and dispose of, as principal, agent, broker, and in any lawful capacity, such personal property, chattels, rights, easements, privileges, choses in action, notes, bonds, mortgages, and securities as may lawfully be acquired, held, or disposed of, and to acquire, purchase, sell, assign, transfer, dispose of, and in general deal with, as principal, agent, broker, and in any lawful capacity, mortgages and other interests in real, personal and mixed properties;
- 10.) To engage in the business of a retail and/or wholesale membership club and/or engage in the conduct of any and all types of club related endeavors and/or ventures within and without the United States including but not limited to social and/or country clubs, merchandising clubs and gym and/or health related clubs;
- 11.) To engage and/or carry on a general construction, contracting, building, and realty management business, as principal, agent, representative, contractor, subcontractor, and in any other lawful capacity;
- 12.) And to engage in any and all real estate activities both domestic and foreign and effect the purchase and sale of all kinds of real estate property of whatever nature and wherever situated.

ARTICLE FOUR **CAPITAL STOCK**

This corporation shall be authorized to issue one kind of stock which shall be deemed to be Common Stock. The total number of authorized shares shall be ten thousand (10,000.00) shares. Each share representing 1/10,000 of the ownership of the company. The Corporation shall assign a NO

PAR VALUE to each and every share of Common Stock.

ARTICLE FIVE
REGISTERED AGENT AND CORPORATE OFFICE

The name and street address of the initial registered agent of this corporation is:

Francis J. Trullenque
5620 Alton Road
Miami Beach, Florida 33140

The corporate address and/or corporate headquarters shall be located at:

940 Lincoln Road, Suite 208
Miami Beach, Florida 33139

ARTICLE SIX
INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The name and address of the initial director of the corporation is:

Francis J. Trullenque
5620 Alton Road
Miami Beach, Florida 33140

ARTICLE SEVEN
INCORPORATORS

The initial incorporator is as follows:

Francis J. Trullenque
5620 Alton Road
Miami Beach, Florida 33140


ARTICLE EIGHT
BY-LAWS

The initial By-laws of this corporation shall be adopted by the directors and shall be altered, amended or repealed from time to time by the Board of Directors.

ARTICLE NINE
AMENDMENT OF ARTICLES OF INCORPORATION

The shareholders are given the right to amend or repeal any provision contained in these Articles of Incorporation, provided that a majority of the shareholders approve of such amendment or repeal. Amendments to the Articles of Incorporation shall be adopted and approved in the manner set forth under Florida law by the shareholders.

IN WITNESS WHEREOF, we the undersigned, being all the incorporators hereinabove named, do hereby certify that the above Articles of Incorporation are acknowledged and agreed upon among us and we have accordingly set our hands and seals this 23rd day of July, nineteen hundred and ninety-six (1996).


Francis J. Trullenque (President)

STATE OF FLORIDA)
)
) s.s.
COUNTY OF DADE)
)

BEFORE ME, a Notary Public authorized to take

acknowledgments in the State of Florida, County of Dade,
and City of Miami Beach, personally appeared :

Francis J. Trullenque (President)

and known to me and known by me to be the persons who
executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal, in the State and County aforesaid,
this 23rd day of July, nineteen hundred and ninety-six
(1996).

My commission expires:

OFFICIAL NOTARY SEAL
MIGUELA ANDREU
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC435429
MY COMMISSION EXP. JAN. 25, 1999


Notary Public, State of
Florida

DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.

PURSUANT TO THE FLORIDA STATUTES, the following is submitted
in compliance with said Statutes:

FIRST--That TNT Advertising, Inc.
is qualified to do business under the laws of the State of
Florida with its principal office at 940 Lincoln Road, Suite
208, Miami Beach, Florida 33139, County of Dade, State of
Florida, and as appointed Francis J. Trullenque, 5620
Alton Road, Miami Beach, Florida 33140, County of Dade, State
of Florida, as its agent to accept Service of Process within
this State.

ACKNOWLEDGMENT

Having been named to accept Service of Process for the
above stated corporation, at the place designated in this
certificate, I hereby agree to act in this capacity and
further agree to comply with the provision of said Statutes
relative to keeping open said office.

BY: 

Francis J. Trullenque
REGISTERED AGENT

96 JUL 26 AM 10:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED