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JAMEB P. GROWDER, JR, THOMAS G. WOODS BRADFOID A. THOMAS JOHN C. HARLAN JAMES P. ASHER DETAIND M. NOURL, JR, EDWAND ETCHEVERNY BUY W. HARRIBON RUBBELL A. YAOKL ECK KRIKORIAN DANIEL H. GOULTOPP BUITE 900
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MIAME, PLOHEDA HRIGH-9000
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July 31, 1996

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SOLUTION OF STATE

AND STATE

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Office of the Secretary of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

Re:

CWA Marketing Corp. Our File No. 31784

Dear Sir or Madam:

Attached you will find one original set of Articles of Incorporation of CWA Marketing Corp. and one copy thereof, along with our check in the amount of \$122.50 to cover the following disbursements:

\$35.00 Filing Articles of Incorporation
52.50 Certified copy of Articles of Incorporation
35.00 Registered Agent Filing Fee
\$122.50

Please certify and stamp the copy with the filing date and time and return to the undersigned in the self-addressed, stamped envelope provided herewith. Thank you for your cooperation in this regard.

Sincerely

Russell A. Yagel For the Firm

RAY:cz Enclosures

M 8-6-96

ARTICLES OF INCORPORATION OF CWA MARKETING CORP.

I, the understaned, being of legal age and a natural person, do hereby subscribe to acknowledge and file the following Articles of Incorporation for the purpose of corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is CWA MARKETING CORP, and the initial address of this corporation shall be 18305 Biscayne Blvd., Suite 200, No. Miami Beach, Fl 33160.

ARTICLE II

This corporation may engage in any and all lawful business under the provisions of Chapter 607, Florida Statutes, as it may from time to time be amended.

ARTICLE III

The period of duration of this corporation shall be perpetual. The corporate existence shall commence upon filing of these Articles of Incorporation.

ARTICLE IV

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

NUMBER OF SHARES _AUTHORIZED	PAR VALUE PER SHARE	CLASS
100	\$1.00	Common

ARTICLE V

The initial registered office of this corporation shall be: 18305 Biscayne Blvd., Suite 200, No. Miami Beach, Fl 33160, and the name of this corporation's initial registered agent is Michael M. Matluck, at 18305 Biscayne Blvd. #200, No. Miami Beach, Fl 33160.

ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

ARTICLE VII

The name and address of the director of this corporation, who shall hold office for the first year or until his/her successor is duly elected and qualified, shall be:

Michael M. Matluck, President 18305 Biscayne Blvd. #200 No. Miami Beach, Fl 33160

ARTICLE VIII

The name and address of the incorporator is Michael M. Matluck, 18305 Biscayne Blvd., Suite 200, No. Miami Beach, Florida 33160.

ARTICLE IX

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 30th day of July, 1996.

Witnesses:

STATE OF FLORIDA

COUNTY OF DADE

COUNTY OF WARME
BEFORE ME, the undersigned authority, personally appeared Michael Mulling
(/) who is personally known to me or, () who producedas
identification, to be the person described in and who subscribed the above Articles of
Incorporation, and he did freely and voluntarily acknowledge before me according to 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 Miami,
Dade County, Florida, this day of July.
NOTARY PUBLIC:
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State of Florida at Large

My Commission Expires:

OFFICIAL NOTARY SEAL BARBARA-JANE GRAHAM NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC313447 MY COMMISSION EXP. OCT. 1,1997

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

In compliance with the laws of Florida, the following is submitted:

First CWA MARKETING CORP, desiring to incorporate under the laws of the State of Florida has named Michael M. Maltuck with an address of 18305 Biscayne Blvd., #200, No. Miami Beach, Florida, 33160, County of Dade, State of Florida, as its statutory Registered Agent.

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 agree to comply with the provisions of Florida law relative to keeping the registered office open, and I accept the obligations of Section 607.0501(3), Florida Statutes.

Dated this 30 day of July 1996.

Registered Agent

CRETARY OF STATE