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CHARLES M. SAMAHA
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*****SPEED MEMO*****

August 23, 1996

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Fla. 32314

SECRET
-08/27/96--01057--0007
*****701.001 *****701.001

RE: Snap Advertising Inc.

Dear Sir:

Please find enclosed original of Articles of Incorporation,
original Resident Agent Designation form, and check in the amount
of \$70.00 covering the total filing fee.

Please return a copy of the filed Articles of Incorporation to:

Charles M. Samaha, Esq.
Post Office Box 450
St. Petersburg, Fla. 33731-0450

Thank you for your assistance in this matter.

Cordially,

CHARLES SAMAHA

Encl.

AUG 29 1996 BSB

FILED
96 AUG 26 PM 1:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SNAP ADVERTISING INC.

FILED
96 AUG 26 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME AND ADDRESS OF CORPORATION

The name and street address of the corporation are Snap Advertising Inc., 9764-49th Avenue North, St. Petersburg, FL 33708. The mailing address is P.O. Box 48813, St. Petersburg, FL 33743-8813.

ARTICLE II

Duration

The duration of the corporation is perpetual.

ARTICLE III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

Capital Stock

This corporation is authorized to issue one thousand (1,000) shares of one dollar (\$1) par value common stock which shall be designated common shares.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 259 Fourth Avenue North, St. Petersburg, Florida 33701, and the name of the initial registered agent at such address is CHARLES M. SAMAHA.

ARTICLE VI

Management of Corporation

The names and addresses of the initial officers and directors who shall hold office the first year of the corporation's existence or until their successors are elected, are: President, Secretary and Treasurer - Barry Cohen, 9764-49th Avenue North, St. Petersburg, FL 33708.

ARTICLE VII

Incorporators

The name and address of the persons signing these Articles is: Barry Cohen, 9764-49th Avenue North, St. Petersburg, FL 33708.

ARTICLE VIII

Amendments

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 27 day of August, 1996.

Witness

[Signature]

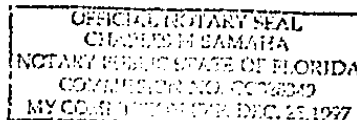
Witness

[Signature]
Incorporator

STATE OF FLORIDA)
COUNTY OF PINELLAS)

ACKNOWLEDGED TO before me by, Barry Cohen, who is personally known to me or produced FL DRIV LIC as identification, this 23 day of August, 1996.

[Signature]
Notary Public, State of Fla.
Charles Samaha
My Commission Expires:



**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: _____

Snap Advertising Inc.

2. The name and address of the registered agent and office is:

Charles Samaha, 259-4th Ave. N., ST. Peto., FL 33701

(P. O. BOX NOT ACCEPTABLE)

(CITY/STATE/ZIP)

SIGNATURE _____

Benny Cohen
(Corporate Officer)

TITLE President

DATE 8.23.96

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 I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE _____

Charles Samaha
(Registered Agent)

DATE 8.23.96

REGISTERED AGENT FILING FEE: \$20.00