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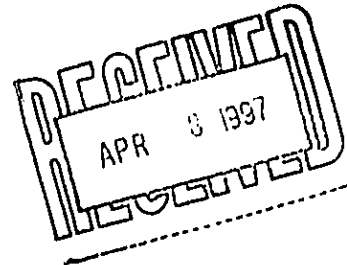


FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

April 3, 1997

MASTERPIECE MARKETING & MEDIA, INC.  
BOLANOS, TRUXTON & YOUNGS, P.A.  
2121 PONCE DE LEON BLVD SUITE 1035  
CORAL GABLES, FL 33134



SUBJECT: MASTERPIECE MARKETING & MEDIA, INC.  
Ref. Number: P96000093758

To Whom It May Concern:

In a recent audit of our records we have determined that the original Articles of Incorporation for MASTERPIECE MARKETING & MEDIA, INC., document number P96000093758, has been misplaced and has not been filmed for the official record.

The purpose of this letter is to ask you to furnish us with a photocopy of the articles, so that we can complete our records.

Please send the copy to:

Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314  
Attn: Lyn Turley

I hope this request is not too much of an inconvenience.

Should you have any questions regarding this matter, please feel free to contact me at (904) 487-6900.

Sincerely,  
Lyn Turley,  
Management Review Specialist  
Bureau of Commercial Recording

Letter number: 797A00016739

**Articles of Incorporation**  
**of**  
**MASTERPIECE MARKETING & MEDIA, INC.**

The undersigned Incorporator hereby forms a corporation under the laws of the State of Florida:

**ARTICLE I. CORPORATE NAME**

The name of this Corporation is:

**MASTERPIECE MARKETING & MEDIA, INC.**

**ARTICLE II. MAILING ADDRESS OF CORPORATION**

The mailing address of this Corporation is:

c/o Gregg S. Truxton, Esquire  
Bolaños, Truxton & Youngs, P.A.  
2121 Ponce de Leon Blvd.  
Suite 1035  
Coral Gables, Florida 33134

**ARTICLE III. CAPITAL STOCK**

The aggregate number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Hundred Thousand (100,000) shares of common stock having a par value of \$.001 per share. The Board of Directors of this Corporation shall have the power to divide and issue the Common Stock into one or more series and to determine the limitation and relative rights of each such series, consistent with the laws of the State of Florida. Shares of one series may be issued as a share dividend in respect of shares of another series.

**FILED**  
96 NOV 15 PM 1:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE IV. COMMENCEMENT AND TERM OF EXISTENCE

This Corporation shall commence its corporate existence on November 15, 1996. This Corporation shall have perpetual existence.

ARTICLE V. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation in the State of Florida and the Corporation's initial registered agent at that office shall be:

Gregg S. Truxton, Esquire  
Bolaños, Truxton & Youngs, P.A.  
2121 Ponce de Leon Blvd.  
Suite 1035  
Coral Gables, Florida 33134

ARTICLE VI. BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time as provided in the By-Laws, but shall never be less than one (1).

ARTICLE VII. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Gregg S. Truxton, Esquire  
Bolaños, Truxton & Youngs, P.A.  
2121 Ponce de Leon Blvd.  
Suite 1035  
Coral Gables, Florida 33134


ARTICLE VIII. AMENDMENT

These Articles of Incorporation may be amended in the manner prescribed by law, except that upon the issuance of shares, every amendment must be approved by the Board of Directors of the Corporation before it is submitted to the shareholders of the Corporation for their approval.

ARTICLE IX. INDEMNIFICATION

Except as may otherwise be provided in the Bylaws of this Corporation, this Corporation shall indemnify its incorporators, officers and directors to the fullest extent permitted by law either now or hereafter in effect.

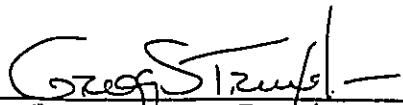
IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of November 14, 1996.

  
\_\_\_\_\_  
Gregg S. Truxton, Esquire

CERTIFICATE ACCEPTING DESIGNATION AS  
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN  
THIS STATE MAY BE SERVED

The following is submitted pursuant to Sections 48.091 and  
607.0501 of the Florida Statutes:

Having been appointed registered agent of Masterpiece  
Marketing & Media, Inc. in its Articles of Incorporation, at the  
place designated in such Articles of Incorporation, the  
undersigned hereby agrees to act in this capacity and affirms  
that it is familiar with, and accepts, the obligations of such  
position.

  
\_\_\_\_\_  
Gregg S. Truxton, Esquire

Dated: November 14, 1996

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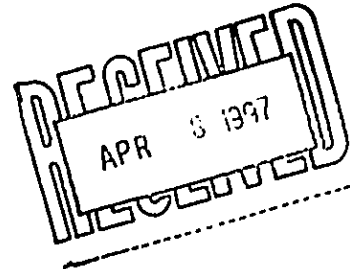


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April 3, 1997

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**TALLAHASSEE, FLORIDA**

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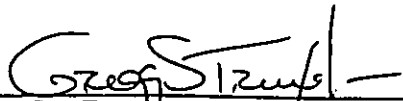
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Gregg S. Truxton, Esquire

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Gregg S. Truxton, Esquire

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