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P96000103 253

December 18, 1996

Secretary of State
Corporate Records Bureau
409 East Gaines Street
Tallahassee, Florida 32399

100002036581--2
-12/24/96--01046--003
****122.50 ****122.50

FILED
96 DEC 23 PM 3:00
TALLAHASSEE, FLORIDA

Re: **Articles of Incorporation of
American Promotions, Inc.**

Gentlemen:


Enclosed herewith are the original and one (1) copy of the Articles of Incorporation of the above referenced corporation, together with a check in the amount of \$122.50 covering the filing fee, certified copy and registered agent designation.

Please forward the certified copy to our office at your earliest convenience.

Please contact the undersigned if you have any questions. Thank you for your prompt attention to this matter.

Very truly yours,

ARAN CORREA & GUARCH, P.A.


Toni Ann Parra
Secretary to the Firm

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RECORDED DEC 30 1996

ARTICLES OF INCORPORATION

OF

American Promotions, Inc.

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of this corporation shall be:

American Promotions, Inc.

Its principal place of business and/or mailing address shall be:

11710 N.W. South River Drive, Suite 216
Medley, Florida 33178

ARTICLE II NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 100 shares of Common Stock having a par value of \$0.01 per share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

FILED
96 DEC 23 PM 3:00
TALLAHASSEE, FLORIDA

ARTICLE IV
TERMS OF EXISTENCE

The term of this Corporation shall commence with the filing of these Articles of Incorporation. The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

710 South Dixie Highway
Coral Gables, Florida 33146

The name of the initial registered agent of this Corporation at that address shall be:

Fernando S. Aran, Esquire

ARTICLE VI
BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have one (1) director initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

ARTICLE VII
DIRECTORS - NAMES AND STREET ADDRESSES

The names and street addresses of the members of the first Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

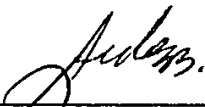
Arnaldo Fernandez Batista
11710 N.W. South River Drive, Suite 216
Medley, Florida 33178

ARTICLE VIII
INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation is as follows:


Arnaldo Fernandez Batista
11710 N.W. South River Drive, Suite 216
Medley, Florida 33178

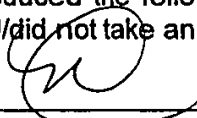
IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Miami, Florida, for the uses and purposes aforesaid, this 11th day of December, 1996.



Arnaldo Fernandez Batista
Incorporator

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

THE FOREGOING instrument was acknowledged before me this 11th day of December, 1996, by Arnaldo Fernandez Batista, who is personally known to me or who has produced the following as identification: _____ and who did/did not take an oath. 



Notary Public, State of Florida

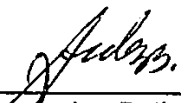
Seal:



TONI ANN PARRA-CARRASCO
My Commission CC323721
Expires Nov. 13, 1997
Bonded by HAI
800-422-1555

DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT


In pursuance of Section 48.091 and Chapter 607, Florida Statutes, American Promotions, Inc. having filed its Articles of Incorporation contemporaneously herewith, with its registered offices as indicated therein at 710 South Dixie Highway, Coral Gables, Florida 33146, has named Fernando S. Aran, Esquire, located thereat as its registered agent to accept service of process within this state.



Arnaldo Fernandez Batista
Incorporator

FILED
96 DEC 23 PM 3:00
TALLAHASSEE, FLORIDA

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.



Fernando S. Aran, Esquire
Registered Agent.