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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: ADVANCED MARKETING COMMUNICATIONS CO, PAMU

AUDIT NUMBER.....H97000000035

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EFFECTIVE DATE

1-1-97

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 2, 1997

EMPIRE

SUBJECT: ADVANCED MARKETING COMMUNICATIONS COMPANY
REF: W97000000080

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6933.

Dana Calloway
Document Specialist

FAX Aud. #: E97000000035
Letter Number: 797A00000151

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ARTICLES OF INCORPORATION
OF
ADVANCED MARKETING COMMUNICATIONS COMPANY

EFFECTIVE DATE

1-1-97

The undersigned, being a natural person, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida General Corporation Act, as amended.

First: The name of the corporation is ADVANCED MARKETING COMMUNICATIONS COMPANY (hereinafter called the "Corporation").

Second: The duration of the Corporation shall be perpetual. The Effective Date of the Corporation shall be as of January 1, 1997.

Third: The purposes for which the Corporation is organized are to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act, as amended.

Fourth: The Corporation is authorized to issue Twenty Million (20,000,000) Common Shares of \$.0001 per value. The Board of Directors of the Corporation is authorized to issue up to Two Million (2,000,000) Preferred Shares of \$.01 Par Value in classes or series and to establish the designations, preferences, qualifications, limitations or restrictions of any class or series with respect to the rate and nature of dividends, the amounts payable upon liquidation, the price and terms and conditions on which shares may be redeemed, the terms and conditions for conversion or exchange into any other class or series of shares, voting and preemptive rights and other terms.

Fifth: The address of the initial principal office of the Corporation in the State of Florida is 190 NE 199th Street, Suite 104, Miami, Florida 33179 and the name of the initial registered agent of the Corporation in the State of Florida is Ronald R. Fieldstone, Esq. whose address is 200 South Biscayne Boulevard, Suite 2100, Miami, Florida, 33131.

Sixth: (a) The number of Directors constituting the initial Board of Directors is five (5). The names and addresses of each person who is to serve as a member of the initial Board of Directors until the first annual meeting of shareholders or until his successor is elected and qualifies are as follows:

Sandra Papunen
190 NE 199th Street, Suite 104
Miami, Florida 33179

THIS DOCUMENT PREPARED BY:
RONALD R. FIELDSTONE, ESQ.
FIELDSTONE LESTER & SIEGAL
200 SOUTH BISCAYNE BLVD.
SUITE 2100
MIAMI, FLORIDA 33131
(305) 912-1533
FL Bar # 180299

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Chris Eisdorfer
190 NE 199th Street, Suite 104
Miami, Florida 33179

Rickey Mittelberg
Suite 1061, Gable One Tower
1320 South Dixie Highway
Coral Gables, Florida 33146

Craig Sakin
c/o Nantucket Holding Company
115 East Putnam
Greenwich, Connecticut 06830

Ronald R. Fieldstone, Esq.
Fieldstone Lester & Shear
200 South Biscayne Blvd., Suite 2100
Miami, Florida 33131

(b) Except for the initial Board of Directors, the number of Directors constituting the entire Board of Directors (the "Board") shall be fixed from time to time by or in the manner provided in the by-laws of the Corporation but in no event shall be less than three (3), provided that the number of directors shall not be reduced so as to shorten the term of any director then in office.

Seventh: The Corporation shall indemnify to the full extent permitted by law and by the by-laws of the Corporation, any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that such person or such person's testator or intestate is or was a director, officer, employee or agent of the Corporation or serves or served any other corporation or any partnership, joint venture, trust or other enterprise as a director, officer, employee, agent or trustee at the express or implied request of the Corporation.

Eighth: The Corporation expressly elects not to be governed by Sections 607.0901 and 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions and control share transactions, respectively.

Ninth: The name and street address of the subscriber to these articles of incorporation is:

Ronald R. Fieldstone, Esq.
Fieldstone Lester & Shear
200 South Biscayne Blvd. Suite 2100
Miami, Florida 33131

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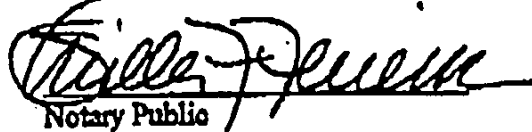
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IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 30th
day of December, 1996.

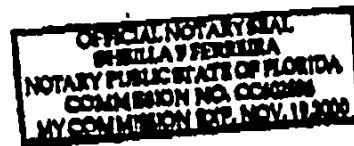


Ronald R. Fieldstone, Esq.,
Incorporator

Sworn to and subscribe before me this 30 day of December, 1996.



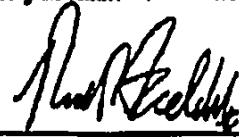
Notary Public



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The undersigned hereby accepts designation as registered agent for the Corporation at the address set forth in Article Fifth of the articles of incorporation pursuant to Section 48.091, Florida Statutes.



Ronald R. Fieldstone, Esq.

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97 JAN -3 AM 11:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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