

P97000008584

Jan. 13, 1997

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Fl. 32399

Re: Adex Innovative Promotions, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles
of Incorporation for the above mentioned corporation. A money
order in the amount of \$70.00 is also enclosed.

Sincerely,


Keith R. Nickerson

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*****70.00 *****70.00

W97-1368

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FILED
97 JAN 28 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JAN 29



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 21, 1997

KEITH R. NICKERSON
2299 DOUGLAS ROAD
SUITE #302
MIAMI, FL 33145

SUBJECT: ADEX INNOVATIVE PROMOTIONS, INC.
Ref. Number: W97000001368

We have received your document for ADEX INNOVATIVE PROMOTIONS, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 297A00002705

January 23, 1997

Florida Dept. of State
Div. of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Letter Number 297A00002705

Att: Brenda Baker
Corporate Specialist

Dear Ms. Baker:

Attached is letter of acceptance by the registered agent
which you request to complete the filing of corporation for
ADEX INNOVATIVE PROMOTIONS, INC.

Sincerely,



Keith R. Nickerson

ARTICLES OF INCORPORATION
OF
ADEX INNOVATIVE PROMOTIONS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person acting as incorporator of a corporation under the provisions of the Florida General Corporation Act, hereby adopts the following ARTICLES OF INCORPORATION:

ARTICLE I

NAME AND ADDRESS OF THE CORPORATION

The name and address of the Corporation are:

ADEX INNOVATIVE PROMOTIONS, INC.
2299 Douglas Roda, Suite #302
Miami, Florida 33145

ARTICLE II

DURATION

The period of duration of the Corporation is Perpetual.

ARTICLE III

PURPOSE

The corporation may engage in the activity of business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CAPITAL

The corporation shall have authority to issue and have outstanding, not more than SEVEN THOUSAND FIVE HUNDRED (7,500) shares of common stock, each having a par value of ONE DOLLAR.

The stock shall be payable in cash, property, labor or any other services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE V

INITIAL REGISTERED ADDRESS AND AGENT

The initial registered address of the Corporation is 2299 Douglas Road, Suite #302, Miami, Florida 33145 and initial Registered Agent of the Corporation is KEITH R. NICKERSON, an individual resident of the State of Florida, whose business office is at 2299 Douglas Road, Suite #302, Miami, Florida 33145.

ARTICLE VI

DIRECTORS

The Corporation shall have ONE DIRECTOR initially, whose name and street address is as follows:

NAME	ADDRESS
KEITH R. NICKERSON	2299 Douglas Road, Suite #302 Miami, Florida 33145

ARTICLE VII

The name and address of the initial subscriber is as follows:

NAME	ADDRESS
KEITH R. NICKERSON	2299 Douglas Road, Suite #302 Miami, Florida 33145

ARTICLE VIII

OFFICERS

The initial officer of the Corporation and his address is:

NAME	ADDRESS
KEITH R. NICKERSON	PRESIDENT 2299 Douglas Road, Suite #302 Miami, Florida 33145

EXECUTED this 10th day of January, 1997, in Miami, Florida.


KEITH R. NICKERSON

Incorporator

STATE OF FLORIDA
COUNTY OF DADE

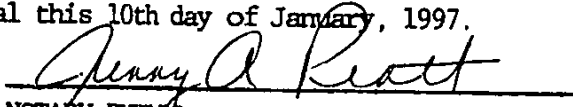
I, the undersigned, a Notary Public, duly commissioned to take acknowledgement and administer oaths in the State of Florida, do hereby certify that on this day personally appeared before me.

KEITH R. NICKERSON

Who, being by me first duly sworn, declared that he is the incorporator referred to in Article VII of the foregoing Articles of Incorporation, and that the statements contained herein are true.

WITNESS my hand and seal this 10th day of January, 1997.

JENNY A. PRATT
Notary Public, State of Florida
My Comm. Expires May 9, 1998
No. CC 371315
Bonded Thru Official Notary Service


NOTARY PUBLIC

My commission expires on 5/09/98

FILED

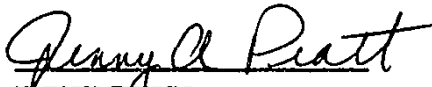
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, hereby am familiar with and accept the duties and
responsibilities as registered agent for ADEX INNOVATIVE
PROMOTIONS, INC.


Keith R. Nickerson

JENNY A. PRATT
Notary Public, State of Florida
My Comm. Expires May 9, 1998
No. CC 371315
Bonded Thru Official Notary Service


NOTARY PUBLIC
My commission expires on 5/09/96