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January 22, 1997

Secretary of State
Division of Corporations
Corporate Records Bureau
Room 2001, The Capitol
Tallahassee, FL 32301

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-01/29/97--01078--003

****122.50 ****122.50

Re: Advertising Incentive Sales, Inc.

Dear Sir/Madam:

I am enclosing the original and one copy of the Articles of Incorporation of Advertising Incentive Sales, Inc. Also, please find enclosed my check in the sum of \$122.50 in payment of the filing fee, resident agent fee, and cost of a certified copy.

Please file the Articles and return a copy together with a certified copy of the Charter.

Thank you for your prompt attention to this matter.

Very truly yours,



ALAN E. GREENFIELD

encls: (as stated)

FILED
9 JAN 29 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8N FEB - 3 1997

**ARTICLES OF INCORPORATION
OF
ADVERTISING INCENTIVE SALES, INC.**

FILED
97 JAN 29 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME: The name of this corporation is: **ADVERTISING INCENTIVE SALES, INC.**

ARTICLE II

COMMENCEMENT OF EXISTENCE: This corporation shall commence to exist on the date filed with the Secretary of State.

ARTICLE III

PURPOSE: This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

CAPITAL STOCK: This corporation is authorized to issue 500 shares of \$1.00 par value common stock, which shall be the only class of shares.

ARTICLE V

PRE-EMPTIVE RIGHTS: Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, or class of service as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT: The street address of the principal office of this corporation is 16250 N.W. 52nd Avenue, Miami, FL 33014.

The name of the initial registered office and initial registered agent of this corporation is **ALAN E. GREENFIELD, Esq.**, 2600 Douglas Road, Suite #911, Coral Gables, FL 33134.

ARTICLE VII

INITIAL BOARD OF DIRECTORS AND OFFICERS: This corporation shall have at least one director. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors and officers of this corporation are:

NAME:

ADDRESS:

MANNY BROOKMIRE, Director, President,
Secretary and Treasurer

16250 N.W. 52nd Avenue
Miami, Florida 33014

ARTICLE VIII

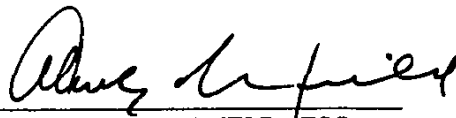
INCORPORATORS: The names and address of the persons signing these Articles of Incorporation are:

ALAN E. GREENFIELD, ESQ.
2600 Douglas Road, Suite #911, Coral Gables, Florida 33134.

ARTICLE IX

INDEMNIFICATION: The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

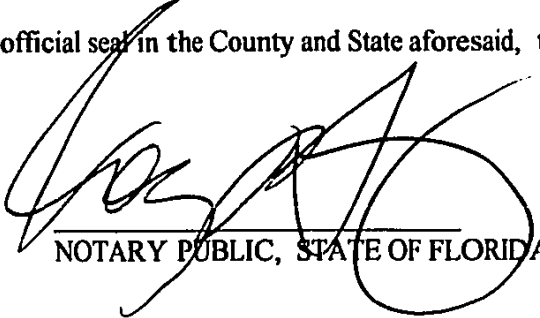
IN WITNESS WHEREOF, the undersigned subscribed have executed these Articles of Incorporation, this nd 22 day of January, 1997.


ALAN E. GREENFIELD, ESQ.

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared **ALAN E. GREENFIELD, Esq.,** to me well known to be the person described as Subscriber in and who executed the foregoing Articles of Incorporation, and he acknowledged before me, under oath, that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid, this 22
day of January, 1997.


NOTARY PUBLIC, STATE OF FLORIDA




**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE. NAMING AGENT UPON WHICH
PROCESS MAY BE MADE.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST, that **ADVERTISING INCENTIVE SALES, INC.** with its principal office, located at 16250 N.W. 52nd Avenue, Miami, Florida 33014 has named **ALAN E. GREENFIELD, Esq.**, located at 2600 Douglas Road, Suite #911, Coral Gables, Florida 33134, as its agent to accept service of process within this state.

Having been named to accept service of process for the above-stated corporation, at the place designate in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act.


ALAN E. GREENFIELD, Esq.
Registered and Resident Agent

FILED
97 JAN 29 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA