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TO: DIVISION OF CORPORATIONS FAX #: (904) 922-4001
FROM: RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL, ACCT#: 076077000521
CONTACT: ANNE MARIE LA FERLA
PHONE: (954) 527-6221 FAX #: (954) 764-4996
NAME: ADS & IMAGES, ^{UPSEY} INC.
AUDIT NUMBER.....H97000002488
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 12, 1997

RUDEN MCCLOSKEY SMITH ET AL

SUBJECT: ADS & IMAGES, JERSEY, INC.
REF: W97000003462

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The corporate name must be identical throughout the 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) 487-6678.

Terri Buckley
Corporate Specialist

FAX Attn. #: H97000002466
Letter Number: 297A00007451

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ARTICLES OF INCORPORATION

OF

ADS & IMAGES, JERSEY, INC.

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

ARTICLE I

NAME OF CORPORATION

The name of this Corporation shall be:

Ads & Images, Jersey, Inc.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and the mailing address of this Corporation is 2323 Curlew Road, Suite 6B, Palm Harbor, Florida, 34683.

ARTICLE III

AUTHORIZED SHARES

The total authorized capital stock of this Corporation shall consist of 10,000 shares of Common Stock, par value \$.01 per share.

ARTICLE IV

ADDRESS OF REGISTERED OFFICE IN THIS STATE

The street address of the initial registered office of this Corporation in the State of Florida is 2323 Curlew Road, Suite 6B, Palm Harbor, Florida, 34683 and the initial registered agent of this Corporation at that address shall be Gary J. Barbosa.

#97000002488

Prepared by: Michael K. Chernick, Esq., FL Bar #0031781
Ruden McClosky, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6660

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ARTICLE V

INCORPORATOR

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

Calisto J. Bertin
65 Harristown Road
Glen Rock, NJ 07452

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal this 12th day of

February, 1997.


Calisto J. Bertin, Incorporator

THE UNDERSIGNED, named as the registered agent in Article IV of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Business Corporation Act, including specifically Section 607.0505.


Gary J. Barbosa, Registered Agent

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Prepared by: Michael K. Chernick, Esq., FL Bar #0031781
Ruden McClosky, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6660