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FILED

97 FEB 13 AM 10:23

Of Counsel:
Michael A. Lampert*
(Board Certified Tax Lawyer)

February 11, 1997

Esther A. Zaretsky**
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

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-02/13/97--01019--006
***122.50 ***122.50

Re: Incorporation of Seabreeze Multimedia Co.

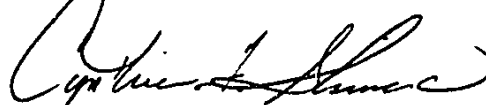
Dear Sir/Madam: .

Enclosed please find Articles of Incorporation for Seabreeze Multimedia Co., together with a duplicate original to be stamped with the filing information and returned to the undersigned. Also enclosed is our check in the amount of \$122.50 in payment of the filing fee.

Should you have any questions regarding the enclosed, please do not hesitate to contact this office.

Very truly yours,

RICHARD P. ZARETSKY, P.A.



Cynthia F. Skwierc
Assistant to Richard P. Zaretsky

/cfs
Enclosures

BH 2/18/97

ARTICLES OF INCORPORATION OF
SEABREEZE MULTIMEDIA CO.

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STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE ONE

The name of the Corporation is SEABREEZE MULTIMEDIA CO.

ARTICLE TWO

The duration of the Corporation is perpetual.

ARTICLE THREE

The general purposes for which the Corporation is organized are:

1. To deal with advertising and various media for commercial and private interests, including public relations.
2. To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this State. To transact any other lawful business for which the corporation may be incorporated under the Florida General Corporation Act or engage in any other trade or business which may be in the opinion of the Board of Directors of the Corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.

ARTICLE FOUR

1. The aggregate number of shares which the Corporation is authorized to issue is ten thousand (10,000). Such shares shall be of a single class, and shall have a par value of one dollar.
2. No preferences, limitations or relative rights, other than those provided by law,

shall exist in respect of any of the shares of the Corporation or any of the holders thereof.

ARTICLE FIVE

The street address of the initial registered office of the Corporation is 1655 Palm Beach Lakes Blvd., Suite 900, West Palm Beach, Florida 33401. The name of its initial registered agent at such address is Richard P. Zaretsky.

ARTICLE SIX

The street address of the corporation's principal office is:

1801 North Congress Avenue
West Palm Beach, Florida 33405

ARTICLE SEVEN

The number of directors constituting the initial Board of Directors of the Corporation is no less than one and no more than three directors. The names and addresses of each person who is to serve as a member of the initial Board of Directors is:

VINCENT LAWSON	1801 North Congress Avenue West Palm Beach, FL 33405
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OSWALD BLAIR	131 S. "J" Street Lake Worth, FL 33460
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ARTICLE EIGHT

The name and address of each incorporator is:

RICHARD P. ZARETSKY	1655 Palm Beach Lakes Blvd., Suite 900 West Palm Beach, FL 33401
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EXECUTED by the undersigned at West Palm Beach, Florida this 11 day of February, 1997.



RICHARD P. ZARETSKY, Incorporator

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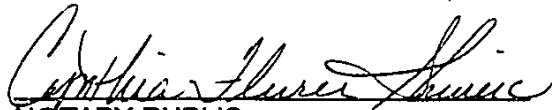
State of Florida)
)
County of Palm Beach)

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TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned authority, personally appeared Richard P. Zaretsky, who after being first duly sworn, acknowledged that he executed the foregoing Articles of Incorporation of SEABREEZE MULTIMEDIA CO., a Florida corporation, for the purposes herein expressed.

Witness my hand and official seal at the State and County aforesaid, this 11th day of February, 1997.


NOTARY PUBLIC

My commission expires



ACCEPTANCE OF DESIGNATION

I, RICHARD P. ZARETSKY, hereby accept the designation of registered agent for SEABREEZE MULTIMEDIA CO.



Registered Agent