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FLORIDA DIVISION OF CORPORATIONS  
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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, JERSEY, II, INC.  
AUDIT NUMBER.....H97000002895  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
CERT. OF STATUS..0 PAGES..... 5  
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**Ads & Images, Jersey, Inc.**  
2323 Curlew Road  
Suite 6B  
Palm Harbor, FL 34683

February 13, 1997

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

Re: Ads & Images, Jersey II, Inc. ("Corporation")

Dear Sir or Madam:

It is the intent of this letter to show a connection between the above referenced corporation and Ads & Images, Jersey, Inc. ("Jersey"). As you can see from the attached Articles of Incorporation, the Registered Agent and registered address of the Corporation is the same as Jersey. The principal and mailing address of both entities are also the same.

Based upon the above connections, it is our desire that you allow us to form the Corporation, Ads & Images, Jersey II, Inc.

Thank you for your assistance in this matter.

Very truly yours,

Ads & Images, Jersey, Inc.

By:

  
Joseph Acquavella, President

Attachments

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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

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## ARTICLES OF INCORPORATION

OF

ADS & IMAGES, JERSEY II, 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 II, 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.

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

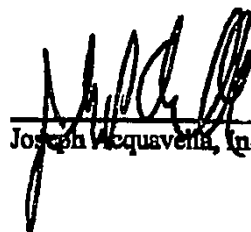
### INCORPORATOR

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

Joseph Acquavella  
517 Route 1 South  
Iselin, New Jersey 08830

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal this 18<sup>th</sup> day of

February, 1997.

  
\_\_\_\_\_  
Joseph Acquavella, Incorporator

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Prepared by: Michael K. Chernick, Esq., FL Bar #0031781  
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Fort Lauderdale, Florida 33301  
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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. Barbon, Registered Agent

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