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Cartworks Advertising, Inc.
270 Eagle Knob Pointe
Lake Mary, FL 32746

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TALLAHASSEE, FLORIDA

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NEW FILINGS	
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<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

F. Grossman MAR 14 1997

Examiner's Initials

Articles of Incorporation
for
Cartworks Advertising, Inc.

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Article I. Corporate Name

The name of this corporation is: Cartworks Advertising, Inc.

Article II. Nature of Business and Powers

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States of America and the great state of Florida.

Article III. Capital Stock

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock having par value of at least \$1.00 per share. Par value may be issued only for consideration having a value, in the judgment of the board of directors, at least equivalent to the full par value of the stock to be issued. No par shares may be issued only for such consideration as is determined by the board of directors. All shares issued shall be fully paid and non-assessable.

Article IV. Terms of Existence

This corporation shall have perpetual existence.

Article V. Initial registered agent and initial registered office

The Register Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Landon L. Riddle
270 Eagle Knob Pointe
Lake Mary, FL 32746

The board of directors from time to time may move the Registered Office to any other address in the State of Florida.

Article VI. Board of Directors

This corporation shall have three directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders and board of directors, but shall never be less than one.

Article VII. Initial Board of Directors

The initial board of directors of this corporation are:

1. Landon L. Riddle
270 Eagle Knob Pointe
Lake Mary, FL 32746
2. Deborah A. Rollason
1100 S. Orlando Ave. # 601
Maitland, FL 32751
3. Gregory L. Ebbert Jr.
1154 Greenstone Blvd. # 204
Heathrow, FL 32746

The persons named as initial directors shall hold office for the first year of the existence of this corporation or until their successors are elected or appointed and has qualified, whichever occurs first. The address and phone number for the initial directors is listed in Article VIII.

Article VIII. Incorporator

The names and street address of the person signing these articles of incorporation as the incorporators are:

Deborah A. Rollason
1100 S. Orlando Ave. # 601
Maitland, FL 32751

Article IX. Principle Office

The principal place of business and mailing address of this corporation shall be:

270 Eagle Knob Pointe
Lake Mary, Florida 32746

Article X. Amendment

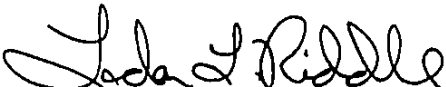
These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of directors, proposed by them to the stockholders and approved at a stockholder's meeting by at least a majority of the stock entitled to vote, unless all of the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.


Article XI. Officers


The following persons are the initially elected officers of the corporation and are to hold office until the next annual meeting.

President	Landon L. Riddle
Vice President	Gregory L. Ebbert Jr. Deborah A. Rollason
Secretary/Treasurer	Deborah A. Rollason

In Witness Whereof, the undersigned, as Incorporators, have executed the foregoing Articles of Incorporation.


Landon L. Riddle


Gregory L. Ebbert Jr.


Deborah A. Rollason

Date: March 3, 1997

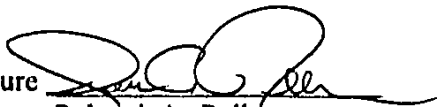
**Certificate of Designation
Registered Agent/Office**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office / registered agent in the State of Florida.

1. The name of the corporation is Cartworks Advertising, Inc.
2. The name and address of the registered agent and office is:

Landon L. Riddle
270 Eagle Knob Pointe
Lake Mary, FL 32746

Signature

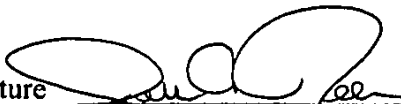


Deborah A. Rollason
Incorporator

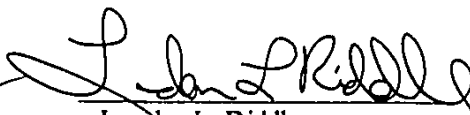
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Having been named as registered agent and to accept service of process for the above state corporation further agree to comply with the provisions of all statutes relating to the proper and complete performance.

Signature



Deborah A. Rollason



Landon L. Riddle