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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY

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CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: KALBAS ADVERTISING AND PROMOTIONS, INC.

AUDIT NUMBER.....H97000005420

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

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DIVISION OF STATE
REGISTRATION

ARTICLES OF INCORPORATION
OF

KALBAS ADVERTISING AND PROMOTIONS, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

KALBAS ADVERTISING AND PROMOTIONS, INC.

The address of the principal office of this corporation shall be P.O. Box 694971 ,
Miami , Fl 33269 , and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$ 1.00 per share, par value.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 11758 NW 7th Avenue, Miami , Fl 33168 , and the name of the initial registered agent of the corporation at that address is Scott E. Tillem.

Prepared By:

Scott E. Tillem

11758 NW 7th Avenue

Miami, Fl 33168

(305)687-6141

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ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officers and directors who shall hold office for the first year of the corporation, or until his successor is elected or appointed is(are):

William Jean-Louis
P.O. Box 694971
Miami, FL 33269

President
Vice-Pres
Secretary
Treasurer

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ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Scott E. Tillem
11758 NW 7th Avenue
Miami, FL 33168

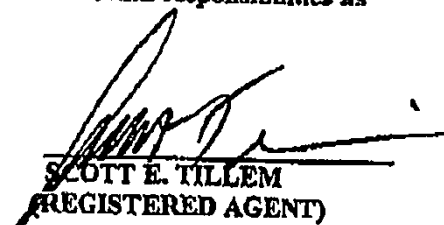
IN WITNESS WHEREOF, the undersigned has hereto set his hand on this

20 day of MARCH, 1997.


SCOTT E. TILLEM

ARTICLE VIII. REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


SCOTT E. TILLEM
(REGISTERED AGENT)

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**CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of chapter 607.34 Florida Statutes, the following is submitted,
in compliance with said Act:


First-That **KALBAS ADVERTISING AND PROMOTIONS, INC.**

desiring to organize under the laws of the State of Florida with its principal office,
as indicated in the articles of incorporation at City of Miami, County of
Dade, State of Florida has named Scott E. Tillem located at 11738 NW 7th
Avenue, City of Miami, County of Dade, State of Florida, as its agent to
accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated
corporation, at place designated in this certificate. I hereby accept to act in this
capacity, and agree to comply with the provision of said Act relative to keeping open
said office.

By



Signature
Registered Agent

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