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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 30 PM 3:13

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: ULTIMATE PUBLISHING & COMMUNICATIONS, INC.
(proposed corporate name)

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$ _____.

FROM:

OLADELE Y. OLADUNNI
Name

600002160886--8
-04/30/97--01112--019
****131.25 ****131.25

6600 NW 27th AVENUE, SUITE A-1
Address

MIAMI, FLORIDA 33147
City, State, & Zip

(305) 691-0855
Telephone Number

Note: Additional copy of articles is needed when certified copy is requested.

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ARTICLES OF INCORPORATION

OF

ULTIMATE PUBLISHING & COMMUNICATIONS, INC

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: ULTIMATE PUBLISHING & COMMUNICATIONS, INC.

ARTICLE II PRINCIPAL OFFICE

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

6600 NW 27th AVENUE, SUITE A-1
MIAMI, FL 33147

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

7,500

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

OLADELE .Y. OLADUNNI
6600 N.W. 27th AVENUE
SUITE A-1
MIAMI, FL 33147

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

OLADELE Y. OZADUNNI
6600 NW 27TH AVENUE
SUITE A-1
MIAMI, FL 33147

② PAXTON O. IDOWU
6600 NW 27TH AVENUE
SUITE A-1
MIAMI, FL 33147

The undersigned has(have) executed these Articles of Incorporation this

29TH day of APRIL, 1997.

[Signature] PRESIDENT

Signature/Title

[Signature] VICE-PRESIDENT

Signature/Title

Signature/Title

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, 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: ULTIMATE PUBLISHING & COMMUNICATIONS, INC

2. The name and address of the registered agent and office is:

OLADELE . Y. OLADUNNI
(NAME)

6600 NW 27th AVENUE, SUITE A-1
(P.O. BOX NOT ACCEPTABLE)

MIAMI, FLORIDA, 33147
(CITY/STATE/ZIP)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE _____



DATE _____

4/29/97