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TO: DIVISION OF CORPORATIONS

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NAME: CADENA & SHANAHAN MEDIA CONSULTANTS, INC.

AUDIT NUMBER.....H97000007367

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

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION OF

CADENA & SHANAHAN MEDIA CONSULTANTS, INC.

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be CADENA & SHANAHAN MEDIA CONSULTANTS, INC.

ARTICLE II - DURATION

This corporation is to have perpetual existence.

ARTICLE III - NATURE OF BUSINESS

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue one hundred (100) shares all at One (\$1.00) Dollar par value. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE V - CORPORATE ADDRESS

The initial street address in the State of Florida of the principal office of this corporation is as follows: 1371 Southwest 40 Avenue, Miami, Florida 33134.

ARTICLE VI - INITIAL REGISTERED AGENT

The initial Registered Agent of this corporation is as follows: EDGAR A. CADENA.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be either increased or decreased from time to time by an amendment of the By-laws of the corporation in the manner provided by law, but shall never be less than one (1).

NAMES

ADDRESSES

EDGAR A. CADENA

1371 SW 40 Avenue
Miami, Florida 33134

GLORIA L. SHANAHAN

1371 SW 40 Avenue
Miami, Florida 33134

REGLA M. SIBILA (656630)
Attorney at Law
7951 Bird Road, Suite 204
Miami, Florida 33155
Phone: (305) 265-0008

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ARTICLE VIII - INCORPORATORS

The names and addresses of the Incorporators signing these Articles are:

<u>NAMES</u>	<u>ADDRESSES</u>
EDGAR A. CADENA	1371 SW 40 Avenue Miami, Florida 33134
GLORIA L. SHANAHAN	1371 SW 40 Avenue Miami, Florida 33134

ARTICLE IX - AMENDMENT OF BY-LAWS

The power to adopt, alter, amend or appeal the By-Laws of this corporation shall be vested in the Board of Directors and shall be by majority vote.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

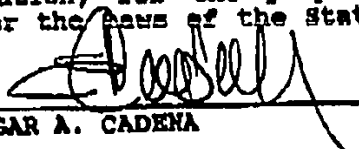
ARTICLE XI - INFORMAL ACTION OF DIRECTORS

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XII - AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation, for the purpose of forming a corporation for profit under the laws of the State of Florida.


EDGAR A. CADENA


GLORIA L. SHANAHAN

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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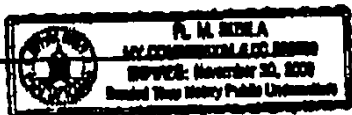
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STATE OF FLORIDA)
COUNTY OF DADE) ss

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized to take acknowledgements, personally appeared EDGAR A. CADENA and GLORIA L. SHANAHAN to me well known to be the persons described in and who executed the foregoing Articles of Incorporation, as incorporators and acknowledged before me that they subscribed to said Articles of Incorporation.

WITNESS my hand and seal this 3rd day of May, 1997.

My Commission Expires:



[Signature]
NOTARY PUBLIC
State of Florida at Large

REGISTERED AGENT CERTIFICATE

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST - That CADENA & SHANAHAN MEDIA CONSULTANTS, INC. desiring to organize under the laws of the State of Florida, with its principal offices as indicated in the Articles of Incorporation, in the City of Miami, County of Dade, State of Florida, has named EDGAR A. CADENA located at 1371 SW 40 Avenue, Miami, Florida 33134, Florida, as its registered agent to accept service of process.

ACKNOWLEDGEMENT

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

[Signature]
EDGAR A. CADENA

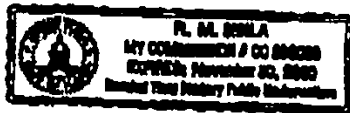
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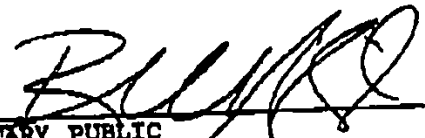
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STATE OF FLORIDA)
) ss
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized to take acknowledgements, personally appeared EDGAR A. CADENA, to be well known to be the person described in and who executed the Registered Agent Certificate. WITNESS my hand and seal on this 3rd day of May, 1997.

My Commission Expires:




NOTARY PUBLIC
State of Florida at Large

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