MAY 22 PM 12: 12

Enclosed are the necessary papers and a money order (\$122.50) to incorporate. Also enclosed is a return Federal Express envelope. We would appreciate it if you could process the application as soon as possible and send it back to our office as our client is traveling for the next month or so.

Thank you,

900002188649--5 -05/22/97--01110--020 ****122.50 *****122.50

Lori M Whitlock, General Manager Delaware Business Incorporations, Inc 3422 Old Capitol Trail, Suite 700 Wilmington, De 19808-6192



ARTICLES OF INCORPORATION

<u>OF</u>

FAIR PROMOTIONS, 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 | NAME

The name of the corporation shall be: FAIR PROMOTIONS, INC.

ARTICLE II PRINCIPAL OFFICE

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

2410 NORTHEAST 49TH STREET LIGHTHOUSE POINT, FL 33064

ARTICLE III CAPITAL STOCK

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

1,000 shares of no par value.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

KOCH FROLAND, 2410 NORTHEAST 49TH STREET, LIGHTHOUSE POINT, FL 33064.

ARTICLE V INCORPORATOR(S)

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

KOCH FROLAND, 2410 NORTHEAST 49TH STREET, LIGHTHOUSE POINT, FL 33064.

	The undersigned has(have) executed these Articles of incorporation this					
\	16	_ day of	may	, 1997		
		>	× Koch	Frolond Signature/Title	Lues	
				Signature/Title	·	
				Signature/Title		
				Signature/Title		



CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED 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.

The name of the corporation is: FAIR PROMOTIONS, INC.					
The name and address of the registered agent and office is:					
KOCH FROLAND					
(NAME)					
(P.O. BOX NOT ACCEPTABLE)					
					LIGHTHOUSE POINT, FL 33064.
(CITY/STATE/ZIP)					
SIGNATURE Roch Froland (corporate officer) TITLE Pres DATE May, 16, 1997					
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 PER FORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.					
SIGNATURE Frahand DATE May, 16, 1997					
/ DATE					

REGISTERED AGENT FILING FEE: \$35.00