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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: TITAN ADVERTISING, INC.
AUDIT NUMBER.....H97000008757
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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97 MAY 28 AM 7:57

Ray Stormont

5) H97000008757

SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 28 AM 7:58

ARTICLES OF INCORPORATION
OF

TITAN ADVERTISING, INC.

The undersigned, acting as Incorporator of a corporation pursuant to chapter Florida statutes, adopt the following articles of incorporation:

ARTICLE I
NAME

The name of the corporation is TITAN ADVERTISING, INC.

ARTICLE II
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

970 North Royal Poinciana Blvd, Miami Springs, FL 33166

ARTICLE III
PURPOSE & TERM

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

This corporation shall have perpetual existence.

ARTICLE IV
MANNER OF ELECTION OF DIRECTORS

The members of the Board of Directors will be elected every two (2) years in a special meeting to be held the second Tuesday of the month of January of every year as stated in the by laws of the corporation.

ARTICLE V
INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent of the corporation is: Lina Bryon, 970 North Royal Poinciana Blvd, Miami Springs, FL 33166

Prepared by: Osvaldo N. Soto, Esq.
2151 LeJeune Road, Ste. 310
Coral Gables, Florida 33134
(305) 567-0010
Fla. Bar No. 202614

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ARTICLE VI
LIMITATION OF CORPORATE POWERS

The corporate powers of this corporation are as provided in Section 607, Florida Statutes, unless limited as follows: NONE

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the By-Laws but shall never be less than (1). The name and address of the initial Director of this corporation is :

<u>NAME</u>	<u>ADDRESS</u>
Lina Bryon President/Sec/Treasurer	970 North Royal Poinciana Blvd Miami Springs, FL 33166

ARTICLE VIII
BY-LAWS

The By-Laws of this corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.

ARTICLE IX
INDEMNIFICATION

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

ARTICLE X
CAPITAL STOCK

This corporation is authorized to issue fifty (50) shares at Ten Dollars (\$10.00) per value. The initial capital is Five Hundred Dollars(\$500.00).

ARTICLE XI
PRINCIPAL CORPORATION ADDRESS

The principal address of the corporation is: 970 North Royal Poinciana Blvd, Miami Springs, FL 33166.

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ARTICLE XII
PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of ny new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.


ARTICLE XIII
INCORPORATOR

The name and address of the Incorporator who has executed this Articles of Incorporation: Lina Bryon, 970 North Royal Poinciana Blvd, Miami Springs, FL 33166

ARTICLE XIV
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation in accordance with the provisions of the Florida General Corporation Act.

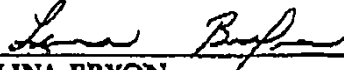
IN WITNESS THEREOF, the undersigned has executed these Articles of Incorporation, this 20 day of May, 1997.



LINA BRYON

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF MY DUTIES. DATED THIS 20 DAY OF MAY, 1997.



LINA BRYON

SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 28 AM 7:58

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STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority personally appeared LINA BRYON (who is personally known to me, or () who produced a Florida driver's license as identification and who did not take an oath on this 28th day of May, 1997.

[Handwritten Signature]
NOTARY PUBLIC



Dewald N. Soto
My Commission C0000274
Expires January 7, 2001

Printed name of Notary

My Commission Expires:

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