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FILED

97 JUN 11 AM 9 59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 5, 1997

FLORIDA DEPARTMENT OF STATE
DIVISION OF INCORPORATIONS
P. O. BOX 6327
TALLAHASSEE, FL 32314

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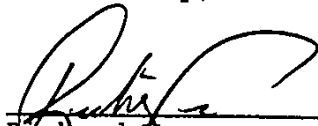
Attn: New Filings Section

Enclosed please find the notarized Articles of
Incorporation for AD.LIZ PROMOTIONS, INC., as
well as my check in the amount of \$122.50 .

Please send all correspondence to :

Robert O. Vega
14461 S.W. 83 St.
Miami, FL 33183

Yours truly,


Richard Vega

QNG-12-97

**ARTICLES OF INCORPORATION
OF
AD.LIZ PROMOTIONS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following articles of incorporation:

**ARTICLE I
NAME**

The name of the Corporation is:

AD.LIZ PROMOTIONS, INC.

**ARTICLE II
DURATION**

The term of existence of the Corporation is perpetual.

**ARTICLE III
NATURE OF BUSINESS**

The nature of the business to be conducted by the Corporation is:

To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE IV
CAPITAL STOCK**

The aggregate number of shares which the Corporation has authority to issue is one hundred (100), all of which shall be common stock having a par value of ONE DOLLAR (\$1.00) per share.

**ARTICLE V
PREEMPTIVE RIGHTS GRANTED**

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase unissued or treasury stock of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury stock.

**ARTICLE VI
REGISTERED OFFICE**

The street address of the initial registered office of the Corporation is:

14461 S.W. 83 Street
Miami, FL 33183

The name of the registered agent at such address is:

Robert O. Vega

**ARTICLE VII
PRINCIPAL OFFICE**

The initial street address of the principal office of the Corporation in the State of Florida is:

4555 24th Place S.W.
Apt. A
Naples, FL 34116

**ARTICLE VIII
DIRECTORS**

The initial board of directors of the Corporation shall consist of three (3) members. Changes in the number of members comprising the board of directors shall be made by amendment to the Corporation's bylaws.

The name and address of the members of the first board of directors are:

<u>NAME</u>	<u>ADDRESS</u>
Richard Vega President	4555 24th Place S.W. Apt. A Naples, FL 34116
Amarylis Vega Vice President and Secretary	4555 24th Place S.W. Apt. A Naples, FL 34116
Hilda Maria Alonso Treasurer	4555 24th Place S.W. Apt. A Naples, FL 34116

**ARTICLE IX
INCORPORATOR**

<u>NAME</u>	<u>ADDRESS</u>
Richard Vega	4555 24th Place S.W. Apt. A Naples, FL 34116

**ARTICLE X
INDEMNIFICATION**

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

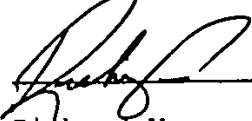
**ARTICLE XI
REIMBURSEMENT FOR ORGANIZATIONAL AND CERTAIN
OTHER PREINCORPORATION EXPENSES;
ADOPTION OF CONTRACTS**

The Corporation hereby adopts all contracts made on its behalf by the hereinbefore mentioned incorporator. The Corporation further authorizes its director to reimburse the hereinbefore mentioned incorporator for any and all expenses incurred on behalf of the corporation, prior to its incorporation, and for any and all expenses incurred in the organization and formation of the Corporation. The director of this Corporation shall have the sole discretion to determine the expenses for which the hereinbefore mentioned incorporator shall be reimbursed.

**ARTICLE XII
RIGHT TO AMEND ARTICLES OF INCORPORATION**

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any writing inferred upon the shareholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 6TH day of JUNE, 1997.


Richard Vega


Amarylis Vega

STATE OF FLORIDA:

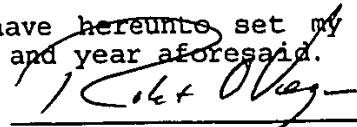
:SS

COUNTY OF DADE :

ON this 6TH day of JUNE, 1997, before me, a Notary Public duly authorized in the State and County last aforesaid, personally appeared RICHARD VEGA AND AMARYLIS VEGA known to me to be the persons whose names are subscribed to the above Articles of Incorporation, and who acknowledged that they executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the day and year aforesaid.

My Commission expires:


Notary Public, State of Florida



ROBERT O. VEGA
COMMISSION # CC 480412
EXPIRES OCT 15, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATION DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

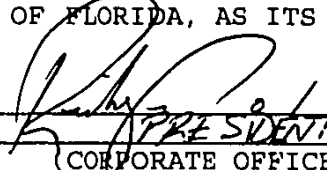
FIRST - THAT AD.LIZ PROMOTIONS, INC.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE
STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS
LOCATED IN THE CITY OF NAPLES, STATE OF FLORIDA

HAS NAMED ROBERT O. VEGA
LOCATED AT 14461 S.W. 83 St.

CITY OF MIAMI, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT
SERVICE OF PROCESS.

SIGNATURE
TITLE


PRESIDENT
(CORPORATE OFFICER)

DATE

6/6/97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATE CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND
I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL
STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE
OF MY DUTIES.

SIGNATURE


ROBERT O. VEGA
REGISTERED AGENT

DATE

6/6/97