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SCOTT B. CHAPMAN, P.A.
ATTORNEYS AT LAW

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SCOTT B. CHAPMAN *
*ALSO ADMITTED IN OHIO

August 2, 1997

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

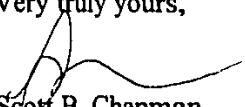
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*****122.50 *****122.50

RE: MGV Marketing, Inc.

To whom it may concern:

Please find enclosed the original Articles of Incorporation, one copy and the filing fee of \$122.50 for same. Should you have any questions regarding the above or the enclosed.

Very truly yours,


Scott B. Chapman
Attorney at Law

SBC/sm

Encl.

FILED
97 AUG -6 AM 7:56
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

T.M. - 8/7/97

ARTICLES OF INCORPORATION

OF

MGV MARKETING, INC.

ARTICLE I - NAME

The name of this Corporation is MGV MARKETING, INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing immediately.

ARTICLE III - PURPOSE

The Corporation may engage in any and all lawful activities of business as permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of One (\$1.00) Dollar par value common stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the registered agent and the principal office of this Corporation is :

MICHELLE GELLER
7300 W. Camino Real
Suite 231
Boca Raton, FL 33433

ARTICLE VI - BY-LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLE VII - INDEMNIFICATION

The Corporation shall indemnify any Officer, Director, Incorporator or any former Officer or Director, to the full extent permitted by law.

ARTICLE VIII - PREEMPTIVE RIGHTS

Every stockholder, eligible to be a shareholder of the Corporation, shall have the right to purchase his prorata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator signing these Articles is SCOTT B. CHAPMAN, ESQUIRE, 7040-4 W. Palmetto Park Road, Suite 399, Boca Raton, Florida 33433.

ARTICLE X - 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 WHEREOF, the undersigned has executed these Articles of Incorporation, this 28 day of July, 1997.


SCOTT B. CHAPMAN, ESQ.

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept Service of Process for the Above-named Corporation, at the place designated in Article V of these Articles of Incorporation, the undersigned individual 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 his duties.


DATED this 27 day of July, 1997.

Michelle Geller
MICHELLE GELLER
(Registered Agent)

STATE OF FLORIDA)
 ss.:
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, in the State of and County set forth above, personally appeared MICHELLE GELLER, personally known to me and known by me to be the person who, as Registered Agent, executed the foregoing Articles of Incorporation of MG V MARKETING, INC., and he did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed by official seal in the State and County aforesaid this 23 day of July, 1997.


NOTARY PUBLIC

My commission expires:

Personally Known

Identification Produced



SCOTT B. CHAPMAN
COMMISSION # CC 370102
EXPIRES MAY 5, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

FILED
97 AUG -6 AM 7:56
DIVISION OF INVESTIGATIONS
TALLAHASSEE, FLORIDA

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8/06/97 3:00 PM
FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H97000012895 3))

TO: DIVISION OF CORPORATIONS FAX #: (850) 922-4001
FROM: FAB-T CORP. AGENTS, INC. ACCT#: 071001002335
CONTACT: LIDIA FERNANDEZ FAX #: (305) 716-0346
PHONE: (305) 599-0839

NAME: SEA WHEELER INC.
AUDIT NUMBER: H97000012895
DOC TYPE: FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS: 2
CERT. COPIES: 1
DEL. METHOD: FAX
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** ENTER 'M' FOR MENU. **

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97 AUG -6 PM 7:50
FLORIDA DIVISION OF CORPORATIONS

8/8/97

97 AUG -6 AM 7:50
FILED
TALLAHASSEE, FLORIDA

SEA WHEELER INC.

ARTICLE I: NAME

ARTICLE II: DURATION

ARTICLE III: PURPOSE

ARTICLE IV: SUBCHAPTER S CORPORATION

ARTICLE V: CAPITAL STOCK

ARTICLE VI: INTAL REGISTERED OFFICE AND AGENT

Prepared by: Pack Johnson Financial Management
One River Plaza Box 350641
Ft. Lauderdale, FL 33335
(954) 764-0404

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ARTICLE VII: INITIAL BOARD OF DIRECTORS

The Corporation will have two directors initially. The number of directors may be either increased or diminished from time to time by the by-laws. The name and address of the persons who is to serve as a member of the initial Board of Directors is: Charles Wheeler 404 SE 17th Street, Fort Lauderdale FL 33316 and Athena Wheeler 404 SE 17th Street, Fort Lauderdale FL 33316.

President: Charles Wheeler 404 SE 17th Street, Fort Lauderdale FL 33316.
Vice President: Athena Wheeler 404 SE 17th Street, Fort Lauderdale FL 33316.

ARTICLE VIII: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Sean A Johnson, 305 South Andrews Suite 510 Fort Lauderdale Florida 33301

ARTICLE IX: AMENDMENTS

The corporation reserves the right to amend or repeal any provisions of these Articles of Incorporation, or any amendment(s) hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 6th day of August, 1997.


INCORPORATOR

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:
Sea Wheeler, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation has named Sean A Johnson as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named as registered agent of process for the above corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act.


REGISTERED AGENT

H97000012895