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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 507407 7134988

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : August 25, 1997

ORDER TIME : 10:49 AM

ORDER NO. : 507407-005

CUSTOMER NO: 7134988

CUSTOMER: Mr. Walad Halwaji
FIRST IMAGE MARKETING, INC.

3801 West Commercial Boulevard

Fort Lauderdale, FL 33309

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-08/25/97--01082--014
****122.50 ****122.50

DOMESTIC FILING

NAME: FIRST IMAGE MARKETING, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

FILED
97 AUG 25 PM 1:48
STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 AUG 25 AM 11:34
DIVISION OF CORPORATION

SN AUG 25 1997

FILED

97 AUG 25 PM 1:48

SECRET
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

FIRST IMAGE MARKETING, INC.

The undersigned, acting as Incorporator of FIRST IMAGE MARKETING, INC. a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the information, liabilities, rights, powers, immunities of a corporation for profit, and do hereby certify:

ARTICLE I

The name of the Corporation shall be FIRST IMAGE MARKETING, INC.

ARTICLE II

The Corporation shall have perpetual existence.

ARTICLE III

The Principal address is 3801 W COMMERCIAL BLVD
Tamarac FL 33309

ARTICLE IV

The general purpose for which the corporation is organized is:

1. To engage in the business of Advertising Services, either on its own behalf as principal, or as importer and/or exporter, or as a jobber, or on commission, or as a broker, or as a commercial and general agent and factor for any person, partnership, association, or corporation to purchase or otherwise acquire, own mortgage, pledge, charter, lease, sell, assign and transfer, or otherwise dispose of, and deal in and with, either at a wholesale, or retail and machinery, implements, tools, appliances, supplies, and other goods, wears and merchandise of all kinds pertaining to the operation of a business permitted under the laws of the United States of America, or of this State.

2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act, or engage into any other trade or business which can, in the opinion of the stockholders of the Corporation, be advantageously carried on in connection with and auxiliary to the foregoing business.

3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE V

The aggregate number of shares which the corporation is authorized to issue is FIVE HUNDRED (500). Such shares shall be of single class and shall have a par value of ONE DOLLAR (1.00) per share.

ARTICLE VI

Preemptive Rights Designation: Each stockholder of the corporation shall have the right to purchase, subscribe for or receive a right or rights to purchase, subscribe for at par value thereof, a pro-rated portion of any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes and whether or not of unissued shares authorized by the Articles of Incorporation originally filed, or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, personal property, real property, or leases thereof, of any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes or to which is attached or pertinent any warrant or warrants or other instruments or instrument conferring on the whole the right to subscribe for or purchase from the corporation any share of its stock of any class or classes.

ARTICLE VII

The street address of the initial registered agent of the Corporation is: 3801 W COMMERCIAL BLVD Tamarac FL;
and the name of the initial registered agent
at such address is: Walid Halwaji

ARTICLE VIII

The initial number of stockholders of the Corporation is one
(1.) The name and address of said stockholder is:

Walid Halwaji
3801 W COMMERCIAL BLVD
Tamarac FL 33309

ARTICLE IX

The name and address of the Incorporator is

Walid Halwaji
3801 W COMMERCIAL BLVD
Tamarac FL 33309

The business of this Corporation shall be managed by its Stockholder rather than a Board of Directors. In the management of the business of the Corporation, the act of the stockholder representing a majority of outstanding shares of the Corporation entitled to vote, represented in person or by proxy, shall be the act of the Stockholder. The Stockholder shall be entitled to one vote in person, or by proxy, for each share of voting stock held by them.

A majority of the outstanding shares of the Corporation entitled to vote, represented in person, or by proxy, shall constitute a quorum at any meeting of the stockholder for the management of the business of the corporation.

ARTICLE XI

These Articles of Incorporation shall be effective immediately upon the approval of the Secretary of State of Florida.

ARTICLE XII

These Articles of Incorporation may be amended in the manner provided by law.

The Undersigned, being the original subscriber and incorporator of the foregoing corporation do hereby certify that the foregoing constitutes the proposed charter of **FIRST IMAGE MARKETING, INC.**

Witness my hand and seal this 23 day of AUGUST 1997



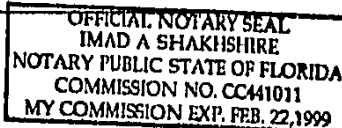
Walid Halwaji

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, personally appeared Walid Halwaji to me personally known to be the person described in, and who executed the foregoing Articles of Incorporation, and he acknowledge before me that he executed the same, for the uses and purposes intended herein.

Witness my hand and official seal in the State and County named above, this 23 day of AUGUST 1997
NOTARY PUBLIC, State of Florida at large

My Commission Expires:



CERTIFICATE OF DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

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

First -- That **FIRST IMAGE MARKETING, INC.** desiring to organize
under the laws of the State of Florida with its principal offices as
indicated in the articles of incorporation at
City of Tamarac, County of Broward, State of Florida
has named Walid Halwaji located at 3801 W COMMERCIAL BLVD, Tamarac FL
33309

City of Tamarac, County of Broward State of Florida, as its agent to
accept service of process within this State.

Acknowledgement: (Must be signed by designated Agent)

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

By

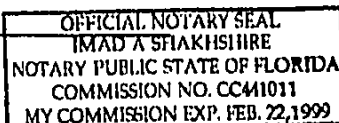
(Resident Agent)
Walid Halwaji

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, personally appeared Walid Halwaji to me personally
known to be the person described in, and who executed the foregoing
Articles of Incorporation, and he acknowledge before me that he
executed the same, for the uses and purposes intended herein.

Witness my hand and official seal in the State and County named
above, this 23 day of August 1997
NOTARY PUBLIC, State of Florida at large

My Commission Expires:



FILED
27 AUG 25 PM 1:48
NOTARY PUBLIC STATE OF FLORIDA