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SHAPIRO
& ABRAMS

LAWYERS

August 28, 1997

VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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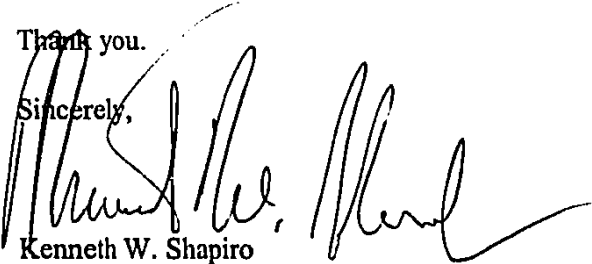
Re: Marketing Advisory Group, Inc.

Dear Sir or Madam:

Enclosed please find the original Articles of Incorporation for the above-referenced corporation, along with our check made payable to the Florida Secretary of State in the amount of \$122.50, representing the filing fee of \$70.00 and the certified copy fee of \$52.50. Kindly file the enclosed Articles and return a certified copy to me at the address below.

Thank you.

Sincerely,


Kenneth W. Shapiro

KWS:mg
Enclosures

breton\marketing\l-secst.01

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DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION
OF
MARKETING ADVISORY GROUP, INC.**

The undersigned, acting as Incorporator of a Florida corporation ("Corporation") under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, hereby causes to be delivered the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The Name of the Corporation is Marketing Advisory Group, Inc.

ARTICLE II

ADDRESS

The mailing address of the Corporation is 3418 N. Ocean Boulevard, Fort Lauderdale, Florida 33308.

ARTICLE III

COMMENCEMENT AND DURATION OF CORPORATE EXISTENCE

The Corporation's existence shall begin on the date these Articles of Incorporation are filed with the Secretary of State, and the duration of its existence shall be perpetual.

ARTICLE IV

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE V

CAPITAL STOCK

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DIVISION OF CORPORATIONS
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The Corporation is authorized to issue One Thousand (1000) shares of Common Stock having a par value of One Dollar (\$1.00) per share.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation 888 East Las Olas Boulevard, Suite 200, Fort Lauderdale, Florida 33301, and the name of the initial registered agent at that address is Thomas L. Abrams, Esq.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) director to hold office until the first annual meeting of shareholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office, or death. The number of directors may be increased from time to time in accordance with the by-laws of the Corporation. The name and address of the initial director of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
Roland Breton	3418 N. Ocean Boulevard Ft. Lauderdale, Florida 33308

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Roland Breton	3418 N. Ocean Boulevard Ft. Lauderdale, Florida 33308

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
this 28 day of August, 1997.

 Pres

Roland Breton
Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

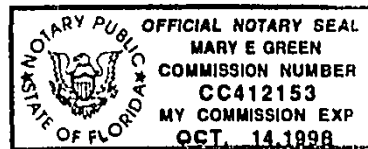
Sworn to and subscribed before me this 28th day of August, 1997,
by Roland Breton.

(X) Personally known to me; or

() Produced identification; type of identification produced: _____.

NOTARY PUBLIC

Sign: Mary E. Green
Print Name: Mary E. Green
Commission No.: _____
My Commission Expires: _____



ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

I hereby accept the appointment as the initial registered Agent of Marketing Advisory Group, Inc., as made in the foregoing Articles of Incorporation, and agree to act in such capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as the initial Registered Agent of Marketing Advisory Group, Inc.

Date: Aug. 27, 97

Thomas L. Abrams
Thomas L. Abrams, Esq.
Initial Registered Agent

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DIVISION OF CORPORATIONS
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