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8/27/97

GEIGER KASDIN

Department of State:# 1/ 4

8/27/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN, P.A.

ACCT#: 076030000723

CONTACT: BEVERLY O RIEDY

PHONE: (305)372-5000

FAX #: (305)372-0052

NAME: FORTUNE FINANCIAL COMMUNICATIONS CORP.

AUDIT NUMBER.....H97000014204

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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9- 3-97 : 3:06PM ;

GEIGER KASDIN - Department of State:# 2/ 4

FA#: H97-14204

**ARTICLES OF INCORPORATION OF
FORTUNE FINANCIAL COMMUNICATIONS CORP.**

**ARTICLE I
NAME**

The name of the Corporation is FORTUNE FINANCIAL COMMUNICATIONS CORP.

**ARTICLE II
DURATION**

This Corporation shall commence its existence upon the filing of these Articles of Incorporation and shall continue perpetually thereafter.

**ARTICLE III
PURPOSE**

This Corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida.

**ARTICLE IV
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the corporation is: 8736 S.W. 131 STREET, MIAMI, FLORIDA, 33176.

**ARTICLE V
CAPITAL STOCK**

This Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "Common Shares."

Lawrence J. Kerr, Esq.
GEIGER, KASDIN, HELLER, KUPERSTEIN,
CHAMES & WEIL, P.A.
1428 Brickell Avenue, 6th Floor
Miami, Florida 33131
Telephone: (305) 372-6000
Facsimile: (305) 372-0052
Florida Bar Number: 372390

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ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this Corporation is 8736 S.. 131 STREET, MIAMI, FLORIDA, 33176, and the name of the initial Registered Agent of this Corporation at that address is PETER ROOD.

ARTICLE VII
INCORPORATOR

The name and address of the person signing these Articles is:

NameAddress

PETER ROOD

8736 S.W. 131 STREET
MIAMI, FLORIDA 33176


ARTICLE VIII
POWERS

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE IX
AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 27th day of AUGUST, 1997.



PETER ROOD

FA#: H97-14204

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9- 3-97 : 3:06PM :

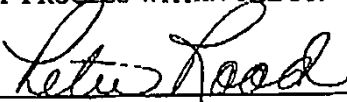
GEIGER KASDIN -> Department of State:# 4/ 4

FA#: H97-14204

**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA, NAMING REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTIONS 607.0501 AND 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

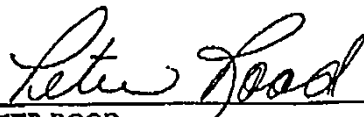
THAT FORTUNE FINANCIAL COMMUNICATIONS CORP., DESIRING TO ORGANIZE
OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, HAS NAMED PETER ROOD,
LOCATED AT 8736 S.W. 131 STREET, MIAMI, DADE COUNTY, FLORIDA, 33176, ITS
REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.


PETER ROOD

Incorporator
TITLE

August 27, 1997
DATE

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


PETER ROOD

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