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ACCOUNT NO. : 072100000032

REFERENCE : 520010 91476A

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 70.00

ORDER DATE : September 5, 1997

ORDER TIME : 4:03 PM

ORDER NO. : 520010-005

300002286449--1

CUSTOMER NO: 91476A

CUSTOMER: Mr. C. Richmond
CONVENIENCE STORE MEDIA, INC.

211 E. 51st Street, #4b

New York, NY 10022

DOMESTIC FILING

NAME: IN-STORE MARKETING SERVICES,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

FILED
97 SEP -5 AM 9:43
TALLAHASSEE, FLORIDA
STATE

RECEIVED
97 SEP -5 PM 4:15
TALLAHASSEE, FLORIDA
STATE

SN SEP - 8 1997

FILED

97 SEP -5 AM 9:43

ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

IN-STORE MARKETING SERVICES, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

IN-STORE MARKETING SERVICES, INC.

The address of the principal office of this corporation shall be 6801 Lake Worth Road, Suite 102, Lake Worth, Florida 33467, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 200 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The names and addresses of the initial members of the Board of Directors are:

Chester Richman
Dir.

6801 Lake Worth Road, Suite 102
Lake Worth, Florida 33467

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on September 5, 1997

CORPORATION SERVICE COMPANY

By: Karen B. Rozar
its Agent, Karen B. Rozar

FILED
SEP - 5 AM 9:13
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar
its Agent, Karen B. Rozar

DWL