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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10/03/97

FLORIDA DIVISION OF CORPORATIONS
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((H97000016509 6))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: ACE INDUSTRIES, INC.
CONTACT: PAM FRIEDMAN
PHONE: (305)358-2571

ACCT#: 070744001530

FAX #: (305)358-7832

NAME: FOX MARKETING, INC.

AUDIT NUMBER.....H97000016509

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

CERT. OF STATUS..0

PAGES.....1

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ARTICLES OF INCORPORATION

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Article 1: Name of Corporation FOX MARKETING, INC.

Address of Corporation 1348 WASHINGTON AVENUE SUITE 301
MIAMI BEACH, FLORIDA 33139

Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 100, with a par value of \$1.00. (PAR VALUE is NOT REQUIRED).

Article 3: REGISTERED AGENT

and

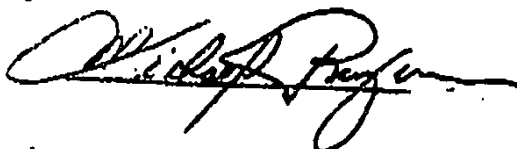
REGISTERED OFFICE:

MICHAEL MARCEL BENJAMIN

1348 WASHINGTON AVENUE Suite 301

MIAMI BEACH, FLORIDA 33139

I am familiar with and hereby accept the duties and responsibilities as registered agent for said corporation



10/3/97
Date

Article 4: The Board of Directors are: (Board of Directors is NOT REQUIRED)
First listed is President. Second is Vice-President. Then, sec/treasurer

1. MICHAEL BENJAMIN

1348 WASHINGTON AVENUE Suite 301

MIAMI BEACH, FLORIDA 33139

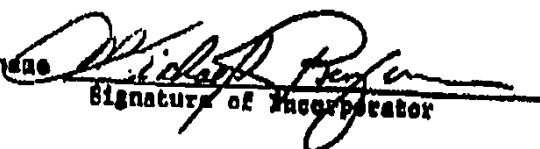
Article 5: The Name and Address of the INCORPORATOR is:

MICHAEL MARCEL BENJAMIN

1348 WASHINGTON AVENUE Suite 301

MIAMI BEACH, FLORIDA 33139

In witness whereof I have subscribed my name


Signature of Incorporator

MICHAEL MARCEL BENJAMIN

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Prepared by:

ACE INDUSTRIES, INC.

54 NW 11th Street

Miami, FL 33136

305-358-2571

P.08

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