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BOCA RATON, FLORIDA 33432

FLORIDA & NEW YORK BARS

561 - 394 - 2321

November 14, 1997

Department of State
Divisions of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-11/17/97--01083--020
****122.50 ****122.50

Re: Evolution Marketing, Inc.

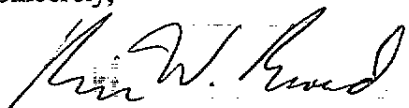
Dear Sir or Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation and Certificate of Designation Registered Agent/Registered Office, together with a check payable to the Secretary of State in the amount of \$122.50.

In addition, enclosed please find a self-addressed, stamped envelope for your convenience and return of a Certified Copy of the Articles.

In the event of any questions or comments, please do not hesitate to call. Thank you for your cooperation in this matter.

Sincerely,



Brian W. Broad

97-574/ltrartcl

FILED
97 NOV 17 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten signature and date: 11/20/97

ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of this corporation is: Evolution Marketing, Inc.

ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation shall be:

4752 N.W. 26th Way
Boca Raton, Florida 33434

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 200 shares of \$1.00 par value common stock which shall be designated as "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4752 N.W. 26th Way, Boca Raton, Florida 33434, and the name of the initial registered agent of this corporation at that address is Harvey A. Katz.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) Director to hold office until the first annual meeting of stockholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-Laws of the Corporation. The name and address of the initial Director is:

Harvey A. Katz
4752 N.W. 26th Way
Boca Raton, Florida 33434

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII - INCORPORATOR

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

Harvey A. Katz
4752 N.W. 26th Way
Boca Raton, Florida 33434

ARTICLE VIII - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX - INDEMNIFICATION

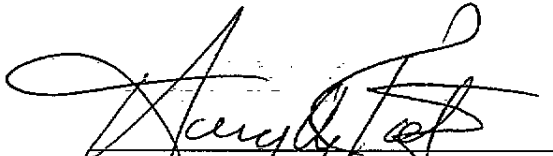
The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Date: 11/10/97


Harvey A. Katz, Incorporator

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

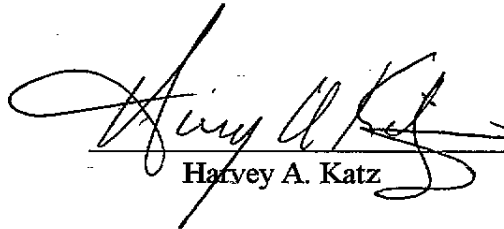
Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Evolution Marketing, Inc.
2. The name and address of the registered agent and office is:

Harvey A. Katz
4752 N.W. 26th Way
Boca Raton, Florida 33434

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this 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 registered agent.

Date: 11/10/97


Harvey A. Katz

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA