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MARC A. KUPERMAN

ATTORNEY AT LAW
OFFICES AT PINECREST
7695 S.W. 104 STREET
SUITE 210
MIAMI, FLORIDA 33156

AREA CODE 305
TELEPHONE 663-3333
FAX 662-8787

December 4, 1997

Secretary of State
Division of Incorporation
P.O Box 6327
Tallahassee. FL 32314

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-12/08/97--01056--004
****122.50 ****122.50

RE: db advertising, inc.

Gentlemen:

Enclosed please find the following:

1. Original and one copy of Articles of db advertising, inc.
2. Check in the sum of \$122.50 representing the filing fee for the Articles of Incorporation as well as for the return of a certified copy to me.

Thank you.

Sincerely yours,

MARC A. KUPERMAN

MAK/pbb
Enclosures

WP:C:\WS\CORPORATIONS\SECRETARY.LTR

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 DEC - 8 PM 2:42

FILED

CB
12-9-97

ARTICLES OF INCORPORATION
OF
db advertising, inc.

Pursuant to the provisions of the Florida General Corporation Act, the undersigned incorporator hereby makes, subscribes, acknowledges, and files these Articles of Incorporation.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this Corporation shall be db advertising, inc.

ARTICLE II

PRINCIPAL OFFICE

The principal office and mailing address of this Corporation shall be 5990 Killian Drive, Miami, Florida 33156.

ARTICLE III

NATURE OF BUSINESS

This Corporation is being formed to engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE V

CAPITAL STOCK

This Corporation is authorized to issue 7,500 shares of \$1.00 par value common stock, which shall be designated "Common Shares."

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 7695 S.W. 104 Street, Suite 210, Miami, Florida 33156 and the name of the initial registered agent of this Corporation is Marc A. Kuperman.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The Corporation shall have not less than one director. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this Corporation are:

DIANE BROWARNIK 5990 Killian Drive
Miami, Florida 33156

ARTICLE VIII

AMENDMENTS TO BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors of this Corporation.

ARTICLE IX

INDEMNIFICATION

This Corporation shall indemnify any and all of its directors, officers, employees and agents to the fullest extent permitted by the Florida General Corporation Act.

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TALLAHASSEE, FLORIDA

ARTICLE X

INCORPORATOR

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

**Diane Browarnik
5990 Killian Drive
Miami, Florida 33156**

IN WITNESS WHEREOF, the undersigned incorporator has executed the Articles of Incorporation on this 4 day of December, 1997.

Diane Browarnik
INCORPORATOR

ACKNOWLEDGMENT

STATE OF FLORIDA)
 : SS
COUNTY OF DADE)

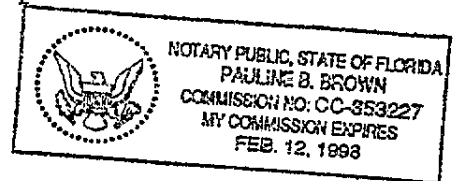
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Diane Browarnik, who is personally known to me, and is known by me to be the person who executed the foregoing Articles of Incorporation and she acknowledged and did take an oath before me that she executed said Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the State and County aforesaid, this 4th day of December, 1997.

Pauline B. Brown
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

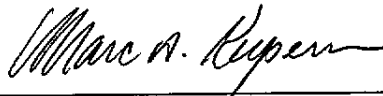
PAULINE B. BROWN
Printed name of notary public

My Commission Expires:



ACKNOWLEDGMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent for **db advertising, inc.**, at the place designated in these Articles of Incorporation, hereby agrees to act in such capacity and to comply with the provisions of law in relation thereto.



MARC A. KUPERMAN
REGISTERED AGENT

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