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FLORIDA INCORPORATORS, INC.

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: FLORIDA INCORPORATORS, INC.
CONTACT: MARK HANKINS
PHONE: (305) 350-5221

ACCT#: 075350000473

FAX #: (305) 350-9148

NAME: AUDIENCE DEVELOPMENT GROUP, INC.

AUDIT NUMBER.....H97000021406

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

CERT. OF STATUS..0

PAGES..... 3

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

AUDIENCE DEVELOPMENT GROUP, INC.

THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST: The name of the corporation is **AUDIENCE DEVELOPMENT GROUP, INC.**

SECOND: The period of its duration is perpetual.

THIRD: The date and time of the commencement of the corporate existence shall be upon the filing of these articles with the Secretary of State of the State of Florida.

FOURTH: The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida

Business Corporation Act.

FLORIDA INCORPORATORS, INC.
1221 BRICKELL AVE, STE. 900
MIAMI, FL 33131
(305) 350-5221

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FIFTH: The aggregate number of shares which the corporation shall have authority to issue is **ONE THOUSAND (1,000) SHARES** of capital stock, \$.001 par value each.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is **ONE (1)** and the names and addresses of the person who is to serve as director until the first annual meeting of shareholders or until his successor is elected and qualified is:

**ALAN C. MASON
39 PRINCEWOOD LANE
PALM BEACH GARDENS, FL 33410**

SEVENTH: The name and address of the incorporator is:

**ALAN C. MASON
39 PRINCEWOOD LANE
PALM BEACH GARDENS, FL 33410**

EIGHTH: The name and address of the initial registered agent and the initial registered office is:

**ALAN C. MASON
39 PRINCEWOOD LANE
PALM BEACH GARDENS, FL 33410**

NINTH: The principal office of the corporation is:

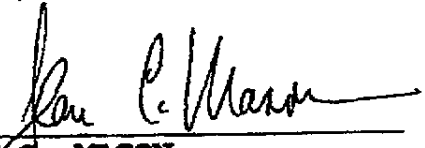
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AUDIENCE DEVELOPMENT GROUP, INC.
39 PRINCEWOOD LANE
PALM BEACH GARDENS, FL 33410

DATED: January 2, 1998


ALAN C. MASON
Incorporator

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent of the corporation.


ALAN C. MASON

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