

P980000002815

000002393810--3
-01/08/98--01053--004
****122.50 ****122.50

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: AdHouse, Inc.

Dear Madam or Sir:

Enclosed please find two executed copies of the Articles of Incorporation for AdHouse, Inc. and a check in the amount of \$122.50 for the required filing fees. Please certify an attached copy of the Articles of Incorporation and forward them to me in the enclosed, self addressed, stamped envelope. If you have any questions regarding this filing, please call me at (305)663-9018.

Very Truly Yours,

Lisa Schultz
Lisa Schultz
5915 S.W. 79th Street
South Miami, FL 33143

FILED
98 JAN -8 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Handwritten signature]

**ARTICLES OF INCORPORATION
OF
ADHOUSE, INC.**

FILED
98 JAN -8 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the Corporation is ADHOUSE, INC. (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is c/o: Lisa Schultz, 5915 S.W. 79th Street, Miami, FL 33143.

ARTICLE III

The Corporation shall have the authority to issue 1,000 shares of Common Stock, no par value.

ARTICLE IV

The street address of the Corporation's initial registered office is 5915 S.W. 79th Street, Miami, FL 33143, and the name of the initial registered agent is Lisa Schultz.

ARTICLE V

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws.

ARTICLE VI

The number of directors constituting the initial Board of Directors is one, whose name and address is:

Lisa Schultz
5915 S.W. 79th Street
Miami, FL 33143

ARTICLE VII

The name of the incorporator is Lisa Schultz the address of the Incorporator is 5915 S.W. 79th Street, Miami, FL 33143.

ARTICLE VIII

The duration of the Corporation is to be perpetual.

ARTICLE IX

The Corporation may engage in any activity or business permitted under the laws of the State of Florida.

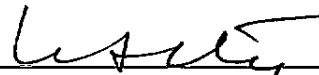
ARTICLE X

The Corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law currently in effect or hereinafter enacted.

ARTICLE XI

These Articles of Incorporation may be amended in the manner authorized by law at the time of amendment.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 5 day of January, 1998.


Lisa Schultz - Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of AdHouse, Inc., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.


Lisa Schultz - Registered Agent

Dated: 1/5/98

FILED
98 JAN -8 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA