



ACCOUNT NO. : 072100000032

REFERENCE : 727879 4303929

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 122.50

ORDER DATE : March 4, 1998

ORDER TIME : 10:27 AM

ORDER NO. : 727879-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Yolanda Rodriguez
GREENBERG TRAUIG

1221 Brickell Avenue

Miami, FL 33131

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -4 PM 2:10

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DOMESTIC FILING

NAME: INTERNATIONAL MANAGEMENT &
MARKETING SERVICES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

RECEIVED
98 MAR -4 PM 11:25
DIVISION OF CORPORATIONS
4/98

EFFECTIVE DATE:

3/1/98

ARTICLES OF INCORPORATION
OF INTERNATIONAL MANAGEMENT & MARKETING SERVICES, INC.

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation is INTERNATIONAL MANAGEMENT & MARKETING SERVICES, INC. (the "Corporation").

SECOND: The street address, wherever located, of the principal office of the Corporation is c/o Suite 404A, 4 Ethyl Road, Edison, New Jersey 08817.

The mailing address, wherever located, of the Corporation is c/o Suite 404A, 4 Ethyl Road, Edison, New Jersey 08817.

THIRD: The number of shares that the Corporation is authorized to issue is ten million, par value \$0.01 per share, all of which are the same class and are to be Common Shares.

FOURTH: The street address of the initial registered office of the Corporation in the State of Florida is 3300 N.E. 192nd Street, Suite 1109, Aventura, Florida 33180.

The name of the initial registered agent of the Corporation at the said registered office is Andrew E. Balog.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and address of the incorporator are:

<u>Name</u>	<u>Address</u>
Andrew E. Balog	3300 N.E. 192 nd Street Suite 1109 Aventura, Florida 33180

SIXTH: The purposes for which the Corporation is organized are to engage in any lawful business for which a corporation may be organized under the Florida Business Corporation Act.

SEVENTH: The duration of the Corporation shall be perpetual.

EIGHTH: Elections of directors need not be by written ballot unless the By-Laws of the Corporation shall provide otherwise.

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NINTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

TENTH: The Corporation reserves the right to amend, alter, change or repeal any provision embodied in these Articles of Incorporation, in the manner now or hereinafter prescribed by the Florida Business Corporation Act, and all rights conferred upon shareholders herein are granted subject to this reservation.

ELVENTH: The Board of Directors is expressly authorized to adopt, amend or repeal the By-Laws of the Corporation.


TWELFTH: The corporate existence of this Corporation shall commence on March 1, 1998.

Signed on March 3, 1998.



Andrew E. Balog, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.



Andrew E. Balog, Incorporator
Date: March 3, 1998