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FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: STRATEGIC COMMUNICATIONS, INC.
AUDIT NUMBER.....H98000005375

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

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 19, 1998

EMPIRE CORPORATE KIT COMPANY

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ARTICLES OF INCORPORATION
OF
STRATEGIC COMMUNICATIONS, S.A., INC.

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The undersigned hereby adopts the following articles of incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation is STRATEGIC COMMUNICATIONS, S.A., INC.

ARTICLE II - DURATION

This Corporation is to commence its corporate existence on the date of filing and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of engaging in any and all lawful business.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares that this Corporation is authorized to issue and have outstanding at any one time is One Hundred (100) shares of Capital Stock having a par value of One (\$1.00) per share.

ARTICLE V - BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business

Prepared by:

Edward R. Nicklaus, Esquire
Florida Bar No.: 138399
Nicklaus & Wicks, P.A.
2500 Ponce de Leon Blvd., Suite 300
Coral Gables, Florida 33134
(305) 460-9888

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and affairs of the Corporation shall be managed under the direction of the Board of Directors.

The Corporation shall have one director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the by-laws of the Corporation, but shall never be less than one.

The name and street address of the initial Director shall be

NAME

ADDRESS

Fernanda Di Franco

2511 Ponce de Leon Blvd., Suite 300
Coral Gables, FL 33134

ARTICLE VI - INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director to the full extent now or hereafter permitted by law.

ARTICLE VII - INCORPORATOR

The name and address of the incorporator to these articles is:

NAME

ADDRESS

Edward R. Nicklaus

NICKLAUS & WICKS, P.A.
Suite 300
2511 Ponce de Leon Blvd.
Coral Gables, Florida 33134

ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal and registered office of the Corporation is 2511 Ponce de Leon Blvd., Suite 300, Coral Gables, Florida 33134, and the name of the initial registered

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agent of the Corporation at that address is Edward R. Nicklaus.

ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended, altered, or appealed at any time, and from time to time, in the manner here now or hereafter prescribed by the applicable Florida Statute, as amended from time to time, and all rights conferred on a shareholder herein are granted subject to this reservation.

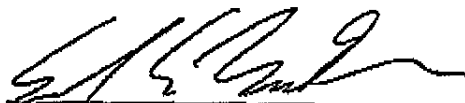
ARTICLE X - PRINCIPAL OFFICE OF MAILING ADDRESS

The initial street address of the principal office and the mailing address of this Corporation is 2511 Ponce de Leon Blvd., Suite 300, Coral Gables, Florida 33134. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE XI - RESTRICTION ON TRANSFER OF STOCK

The shareholders may, by law, provision or by Shareholders' agreement recorded in the minute book of this Corporation, impose such restrictions on the sale, transfer, or encumbrance of the stock of this Corporation as they may see fit.

IN WITNESS WHEREOF, the incorporator has executed these Articles this 20th day of March 1998.


EDWARD R. NICKLAUS

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA IN
NAMING THE REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with §48.091 and Chapter 607 of the Florida Statute the following is submitted:

That Strategic Communications, S.A., Inc., designed to organize under the State of Florida with its principal place of business in Miami, Florida has named Edward R. Nicklaus, 2511 Ponce de Leon Blvd., Suite 300, Coral Gables, Florida 33134, as its Registered Agent to accept the service of process within the State of Florida.


FERNANDA DI FRANCO, DIRECTOR


EDWARD R. NICKLAUS, INCORPORATOR

REGISTERED AGENT'S ACCEPTANCE

Having been named as Registered Agent to accept the service of process for Strategic Communications, S.A., Inc., at the registered office designated in this certificate, I hereby accept the appointment as Registered Agent, and familiar, and accept all duties and responsibilities of a Registered Agent, for Strategic Communications, S.A., Inc., a Florida corporation, in accordance with Florida Statute, §607.0501.


EDWARD R. NICKLAUS
Registered Agent
2511 Ponce de Leon Blvd.
Suite 300
Coral Gables, Florida 33134

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