



THE UNITED STATES
CORPORATION
COMPANY

P98000029621

ACCOUNT NO. : 072100000032

REFERENCE : 762421 81473A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : March 31, 1998

ORDER TIME : 10:52 AM

ORDER NO. : 762421-005

CUSTOMER NO: 81473A

CUSTOMER: Jeff E. Rubin, Esq
TALIANOFF RUBIN & RUBIN

Suite 600 C
2699 South Bayshore Drive
Miami, FL 33133

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03/31/98 01065-007
****122.50 ****122.50

DOMESTIC FILING

NAME: (BM&R) BUSINESS MARKETING &
RESEARCH, 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: Christopher Smith

EXAMINER'S INITIALS:

FILED
98 MAR 31 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 MAR 31 PM 12:07
DIVISION OF CORPORATION
Dmc
3-31-98

**ARTICLES OF INCORPORATION
FOR
(BM&R) BUSINESS MARKETING & RESEARCH, INC.**

The undersigned, desiring to form a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights and privileges and immunities of corporations for profit, certifies that:

ARTICLE I.

The name of the corporation is:

(BM&R) BUSINESS MARKETING & RESEARCH, INC.

The mailing address shall be:

4150 N.W. 7th Street, Suite 516
Miami, FL 33126

ARTICLE II.

This corporation is organized to carry on and engage in any activity or business permitted under the laws of the United States of America or the State of Florida.

ARTICLE III.

This corporation is authorized to issue Fifty (50) shares of \$10.00 par value common stock.

ARTICLE IV.

The street address of the initial principal office of this corporation is:

4150 N.W. 7th Street, Suite 516
Miami, FL 33126

The name of the initial registered agent of this corporation is:

JUAN A. SANTAMARIA

ARTICLE V.

This corporation shall have one (1) director initially. 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 (1). The name and address of the initial directors of this corporation are:

JUAN A. SANTAMARIA
4150 N.W. 7th Street, Suite 516
Miami, FL 33126

FILED
98 MAR 31 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI.

The names and addresses of the persons who are the incorporators signing these Articles are:

JUAN A. SANTAMARIA
4150 N.W. 7th Street, Suite 516
Miami, FL 33126

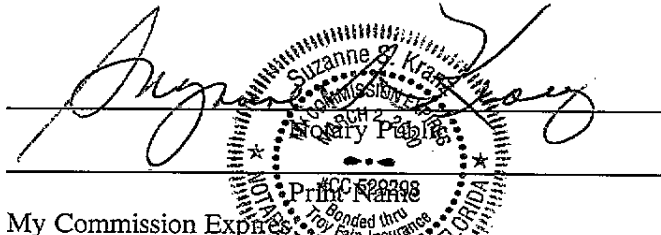
IN WITNESS WHEREOF, We have hereunto set our hands and seals this 30 March, 1998. day of @, 199@.


JUAN A. SANTAMARIA

STATE OF FLORIDA }
 } SS:
COUNTY OF DADE }

BEFORE ME, the undersigned authority, personally appeared, JUAN A. SANTAMARIA., who, (personally known to me) or (who have produced Passport to P248469 as identification and who did take an oath), the person(s) described in and who executed and subscribed to the above Articles of Incorporation, and that he acknowledged before me that he executed the same and subscribed to the same for the purposes therein expressed.

Sworn to and subscribed before me, this 30 day of March, 1998.


Suzanne S. Krane
Notary Public
My Commission Expires March 2, 2000
Print Name
#00520298
Bonded thru
Troy Fair Insurance
PUBLIC, STATE OF FLORIDA

I, JUAN A. SANTAMARIA , having been designated as the Registered Agent in the above and foregoing articles, and am familiar with and accepts the obligations of the position of registered agent.


JUAN A. SANTAMARIA