

P98000030751

DOUGLAS M. BATES
ATTORNEY AT LAW
2727 EAST OAKLAND PARK BOULEVARD
FORT LAUDERDALE, FLORIDA 33306
TELEPHONE 954-564-0200 • FAX 954-565-5355

March 30, 1998

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

300002475983--6

-04/01/98--01098--012
***122.50 ***122.50

Attn: New Corporation Registration

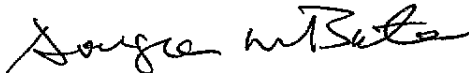
Re: E & M Marketing Enterprises, Inc.

EFFECTIVE DATE
03-27-98

Sir/Madam:

Enclosed are Articles of Incorporation for the above new corporation along with a check in the amount of \$122.50 for the filing fee.

Very truly yours,



Douglas M. Bates
Attorney at Law

DMB/et
Enclosures

e&mtl.sos.doc

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -1 AM 9:28

RP
04-03-98

ARTICLES OF INCORPORATION

OF

E. & M. Marketing Enterprises, Inc.

ARTICLE I

CORPORATE NAME

The name of this corporation is: E. & M. Marketing Enterprises, Inc.

ARTICLE II

NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is advertising. The corporation shall have all powers afforded by the State of Florida

ARTICLE III

CAPITAL STOCK

EFFECTIVE DATE

03-27-98

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of subscription and acknowledgment of the articles of incorporation provided the articles are filed by the Department of State within five (5) days thereof.

ARTICLE V

REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The registered agent and the street address of the initial registered office of this corporation in the State of Florida shall be:

Wolfgang Muerlebach
15751 S.W. 106th Terrace #17-204
Miami, Florida 33196

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 APR -1 AM 9:28

The board of directors from time to time may move the registered office to any other address in the State of Florida.

ARTICLE VI

BOARD OF DIRECTORS

The corporation shall have not less than one director initially. The number of directors may be increased or diminished from time to time by bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII

INITIAL DIRECTOR

The name of the initial directors of this corporation and their street address for both directors is:

Wolfgang Muerlebach
15751 S.W. 106th Terrace #17-204
Miami, Florida 33196

Kurt Euler
15751 S.W. 106th Terrace #17-204
Miami, Florida 33196

The person named as the initial director shall hold office for the first year of existence of this corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE VIII

INCORPORATOR

The names and street addresses of the persons signing these articles of incorporation as the incorporators are:

Wolfgang Muerlebach
15751 S.W. 106th Terrace #17-204
Miami, Florida 33196

Kurt Euler
15751 S.W. 106th Terrace #17-204
Miami, Florida 33196

ARTICLE IX

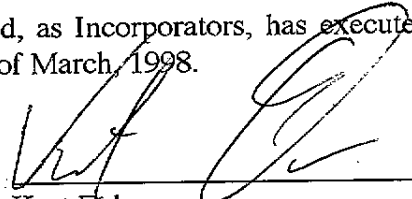
AMENDMENT

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of directors, proposed by them to the

stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

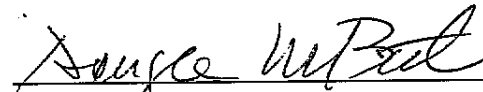
IN WITNESS WHEREOF, the undersigned, as Incorporators, has executed the foregoing articles of incorporation on the 27th day of March, 1998.


Wolfgang Muerlebach

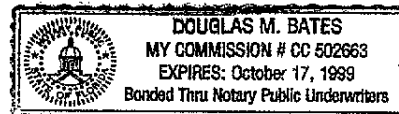

Kurt Euler

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, a Notary Public, personally appeared, Wolfgang Muerlebach and Kurt Euler, to me known to be the persons described as Incorporators and who executed the foregoing Articles of Incorporation, and acknowledge before me that they subscribed to these Articles of Incorporation on the 27th day of March, 1998.


Notary Public

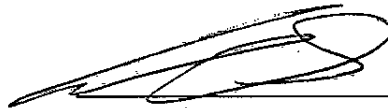
My commission expires:



cdpobmst **CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That E & M Marketing Enterprises, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 15751 S.W. 106th Terrace #17-204, Miami, Florida 33196, has named Wolfgang Muerlebach, Dade County, State of Florida, as its agent to accept service of process within this state.

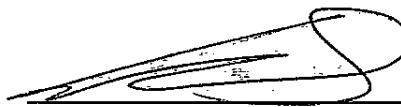


by: Wolfgang Muerlebach

Dated: MARCH 27, 1998

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with provisions of Florida law relative to keeping the designated office open.



Registered Agent

By: WOLFGANG MUERLEBACH

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -1 AM 9:28