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LAW OFFICE OF
KENNETH R. DUBOFF, P.A.

10920 BISCAYNE BOULEVARD
MIAMI, FLORIDA 33161

Telephone (305) 899-0085
Fax No. (305) 899-0091

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

April 3, 1998

Re: ETC. ADVERTISING MEDIA, INC.

Dear Sir/Madam:

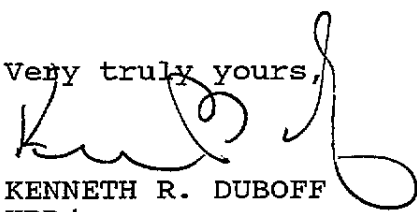
Enclosed please find an original and one copy of the Articles of Incorporation and Designation of Resident Agent for the above-captioned new corporation.

We would appreciate your filing the Articles with your Department and forwarding a certified copy of the Articles of Incorporation together with the Corporate Charter to the undersigned.

Also, enclosed please find our law office check in the amount of \$122.50, payable to the Department of State, representing payment for Capital Stock Tax, Filing Fee, Certified Copy of the Articles of Incorporation and Registered Agent Filing Fee.

Thank you for your anticipated prompt attention to this matter.

Very truly yours,


KENNETH R. DUBOFF
KRD/sw

enclosures

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DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION
OF
ETC. ADVERTISING MEDIA, INC.**

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, does hereby adopt the following articles of incorporation:

**ARTICLE I
NAME OF CORPORATION**

The name of the corporation shall be:

ETC. ADVERTISING MEDIA, INC.

The address of the initial principal office of this corporation shall be:

2699 West 79th Street, Bay #6
Hialeah, Florida 33016

and the mailing address of the corporation shall be the same.

**ARTICLE II
DURATION OF EXISTENCE**

The corporation is to exist perpetually.

**ARTICLE III
GENERAL PURPOSE**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE IV
CAPITAL STOCK**

The maximum number of shares that this corporation is authorized to have outstanding at any one time is **5,000,000 shares of common stock having ten cents (\$.10) par value per share.**

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ARTICLE V
INITIAL REGISTERED OFFICE & RESIDENT AGENT

The street address of the initial registered office of the corporation, and the name of the initial registered agent at that address is as follows:

Kenneth R. Duboff, P.A., a Florida corporation
10920 Biscayne Boulevard
Miami, Florida 33161

ARTICLE VI
INITIAL OFFICERS AND DIRECTORS

This corporation shall have three (3) Directors, initially. The names and street addresses of the initial Directors and initial Officers who shall hold office for the first year of the corporation's existence, or until successors are elected or appointed are:

Joseph R. Kubicek	-	President/Director
2503 Bay Aisle Drive		
Weston, Fl 33327		

Abraham Cordoves	-	Treasurer/Director
13250 SW 88th Terrace		
# 207		
Miami, Fl. 33186-1744		

David Vega	-	Secretary/Director
6301 Simmons St.		
Hialeah, Fl. 33014		

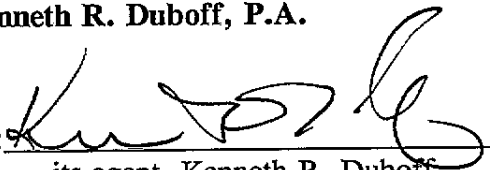
ARTICLE VII
INCORPORATOR OF CORPORATION

The name and street address of the incorporator to these Articles of Incorporation is:

Kenneth R. Duboff, P.A., a Florida corporation
10920 Biscayne Boulevard
Miami, Florida 33161

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, constituting the incorporator of this corporation has executed these Articles of Incorporation this 6th day of April, 1998.

Kenneth R. Duboff, P.A.

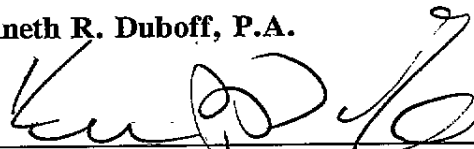
By: 
its agent, Kenneth R. Duboff

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

The undersigned, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Chapter 607, Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed this Acceptance of Registered Agent for the above corporation on this 6th day of April, 1998.

Kenneth R. Duboff, P.A.

By: 
its agent, Kenneth R. Duboff

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