



THE UNITED STATES  
CORPORATION  
COMPANY

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FILED

98 APR 15 PM 12:28

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 781717 7150477

AUTHORIZATION :

*Patricia Pizito*

COST LIMIT : \$ 70.00

ORDER DATE : April 14, 1998

ORDER TIME : 8:34 AM

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ORDER NO. : 781717-005

CUSTOMER NO: 7150477

CUSTOMER: Ms. Julie F. Smith  
MS. JULIE FALKANGER SMITH

Suite 300  
888 S. Andrews Avenue  
Fort Lauderdale, FL 33316

DOMESTIC FILING

NAME: FALKANGER SMITH ADVERTISING,  
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

RECEIVED  
98 APR 15 AM 11:23  
DIVISION OF CORPORATION

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

FALKANGER SMITH ADVERTISING, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

FALKANGER SMITH ADVERTISING, INC.

The address of the principal office of this corporation shall be 888 South Andrews Avenue, Suite 300, Ft. Lauderdale, Florida 33316, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

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 III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Julie Falkanger Smith  
Dir./Pres.

888 South Andrews Avenue  
Suite 300  
Ft. Lauderdale, Florida 33316

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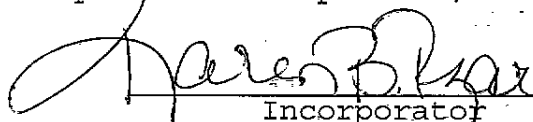
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE VII. INCORPORATOR

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

Corporate Agents, Inc.  
1201 Hays Street  
Tallahassee, Florida 32301

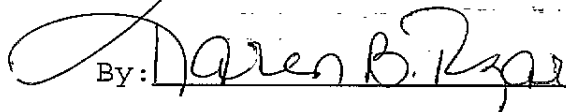
The undersigned incorporator has executed these Articles of Incorporation on April 15, 1998.



Incorporator  
Its Agent, Karen B. Rozar

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, 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, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 

Its Agent, Karen B. Rozar  
Authorized Service Representative  
Corporation Service Company

JOR/DEBORAH SCHRODER