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June 1, 1998

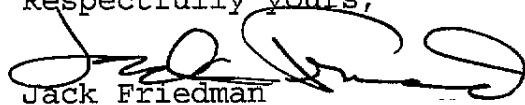
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Sirs,

Enclosed please find my Articles of Incorporation and my
check for \$122.50 and respectfully ask that my application
for Incorporation be processed.

Thank you.

Respectfully yours,



Jack Friedman
4476 Royal Fern way
Palm Beach Gardens
FL 33410

561-627-6713

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
KEY KARD, inc.

The undersigned, being a natural person, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida General Corporation Act.

FIRST: The name of the corporation (hereinafter called the corporation) is KEY KARD, inc.

SECOND: The duration of the corporation shall be perpetual.

THIRD: The purposes for which the corporation is initially organized, which shall continue to be the purposes of the corporation until and if the same shall be amended pursuant to the provisions of the Florida General Corporation Act, and which shall include the authority of the corporation to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act, are as follows:

To conduct a general printing, publishing, engraving, photoengraving, offsetting, duplicating, processing, facsimile, image, color, line word, and shadow reproduction, paper products, plastic products, and stationery business in all its branches and in any lawful capacity, and, without limiting the generality thereof, to design, create, prepare, make, edit, sell, obtain copyrights in and for, obtain, rights, franchises, and royalties in respect of, license the use of, market, distribute, syndicate, furnish and generally deal in and with, in any lawful capacity, any and all kinds of printed and reproduced matter, including posters, handbills, notices announcements, signs displays, schedules, billboards, show cards, programs, directories, circulars, calendars, brochures, pamphlets, magazines, books, critiques, reviews opinions surveys, commentaries, discussions, forecasts,

suggestions, news, articles, features, stories, columns, pages, advertisements, cartoons, photographs, reproductions of all kinds, and other media of printed, visual, oral, and aural communications and to do everything necessary, useful, or convenient in furtherance thereof.

To conduct a general advertising and advertising promotion business; to devise, plan and promote advertising or advertising programs or ventures; to prepare and arrange advertisements, displays and performances and to render services and advice in connection with devising, planning, promoting, preparing and arranging advertising or advertising programs or ventures; to render services or advice as agent or promoter to the owners, operators or producers of any media or objects suitable for advertising use; to encourage or promote advertising and advertising programs or ventures on the part of others and to encourage and promote others to advertise in or by such media or objects and to render services and advice and act as agent for such others in connection with securing rights to advertise and advertising therein and in the preparation, arrangement and distribution of such advertising or advertising programs or ventures; and to make and carry out all contracts and agreements of every kind and to perform all acts that may be necessary or conducive to carrying on a general advertising and advertising promotion business.

To carry on a general mercantile, industrial, investing, and trading business in all its branches; to devise, invent, manufacture, fabricate, assemble, install, service, maintain, alter, buy, sell, import, export, license as licensor or licensee, lease as lessor or lessee, distribute, job, enter into, negotiate, execute, acquire, and assign contracts in respect of, acquire, receive, grant and assign licensing arrangements, options, franchises, and other rights in respect of, and generally deal in and with, at wholesale and retail, as principal, and as sales, business, special, or general agent, representative, broker, factor, consignor, distributor, job-

goods, wares, merchandise, commodities, and unimproved, improved, finished, processed and other real, personal, and mixed property of any and all kinds, together with the components, resultants, and by-products thereof; to acquire by purchase or otherwise own, hold, lease, mortgage, sell, or otherwise dispose of, erect, construct, make, alter, enlarge, improve, and to aid or subscribe toward the construction, acquisition or improvement of any factories, shops, storehouses, buildings, and commercial and retail establishments of every character, including all equipment, fixtures, machinery, implements and supplies necessary, or incidental to, or connected with, any of the purposes or business of the corporation; and generally to perform any and all acts connected therewith or arising therefrom or incidental thereto, and all acts proper or necessary for the purpose of the business.

To engage generally in the real estate business as principal, agent, broker, and in any lawful capacity, and generally to take, lease, purchase, or otherwise acquire, and to own, use, hold, sell, convey, exchange, lease, mortgage, work, clear, improve, develop, divide, and otherwise handle, manage, operate, deal in and dispose of real estate, real property, lands, multiple-dwelling structures, houses, buildings and other works and any interest or right therein; to take, lease, purchase or otherwise acquire, and to own, use, hold, sell, convey, exchange, hire, lease, pledge, mortgage, and otherwise handle, and deal in and dispose of, as principal, agent, broker, and in any lawful capacity, such personal property, chattels, chattels real, rights, easements, privileges, choses in action, notes, bonds, mortgages, and securities as may lawfully be acquired, held, or disposed of; and to acquire, purchase, sell, assign, transfer, dispose of, and generally deal in and with, as principal, agent, broker, and in any lawful capacity, mortgages and other interests in real, personal, and mixed properties; to carry on a general construction, contracting, building, and realty management business as principal, agent, representative, contractor, subcontractor, and in any other lawful capacity.

To apply for, register, obtain, purchase, lease, take licenses in respect of or otherwise acquire, and hold, own, use, operate, develop, enjoy, turn to account, grant licenses and immunities in respect of, manufacture under and to introduce, sell, assign mortgage, pledge or otherwise dispose of, and, in any manner deal with and contract with reference to:

(a) inventions, devices, formulae, processess and any improvements and modification thereof:

(b) letters, patent, patent rights, patented processess, copyrights, designs, and similar rights, trade-marks, trade symbols and other indications of origin and ownership granted by or reconnized under the laws of the United States of America or of any state or subdivision thereof, or of any foreign country or subdivision thereof, and all rights connected therewith or appertaining thereunto:

(c) franchises, licenses, grants and concessions.

To have all the powers conferred upon corporations organized under the Florida General Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is one million all of which are without par value and are of the same class and are to be Common Shares.

FIFTH: Each share of the corporation shall entitle the holder thereof to a preemptive right, for a period of thirty days to subscribe for, purchase, or otherwise acquire any shares of the same class of the corporation or any equity and/or voting shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of the same class of the corporation or of equity and/or voting shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights, to subscribe for, purchase, or

otherwise acquire shares of the same class of the corporation or equity and/or voting shares of any class of the corporation, whether now or hereafter authorized or created, whether having unissued or treasury status, and whether the proposed issue, reissue, transfer, or grant is for cash, property, or any other lawful consideration, and after the expiration of said thirty days, any and all of such shares, rights, options, bonds, securities or obligations of the corporation may be issued, reissued, transferred, or granted by the Board of Directors, as the case may be, to such persons, firms, corporations, and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine. As used herein, the terms "equity shares" and "voting shares" shall mean, respectively, shares which confer unlimited dividend rights and shares which confer unlimited voting rights in the election of one or more directors.

SIXTH: The address of the initial registered office of the corporation in the State of Florida is 4476 Royal Fern Way, c/o Jack Friedman, Palm Beach Gardens, Florida, 33410, County of Palm Beach; and the name of the initial registered agent of the corporation at such address is Jack Friedman. The principal office address shall be the same as the registered office address.

SEVENTH: The number of directors constituting the initial Board of Directors of the corporation is one.

The name and the address of each person who is to serve as a member of the initial Board of Directors of the corporation are as follows:

NAME	ADDRESS
Jack Friedman	4476 Royal Fern Way, Palm Beach Gardens, FL 33410

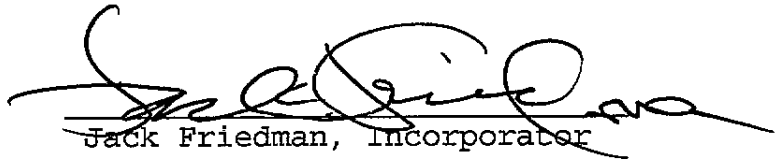
EIGHTH: The name and address of the incorporator are as follows:

NAME	ADDRESS
Jack Friedman	4476 Royal Fern way, Palm Beach Gardens, Fl 33410

NINTH: 1. Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, dividends may be declared and paid in cash out of the depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida General Corporation Act.

2. The corporation shall, to the fullest extent permitted by the provisions of the Florida Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action on another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person. By my signature below I hereby accept designation as registered agent.

Signed on JUNE 1, 1998



Jack Friedman, Incorporator
Registered Agent