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(((H98000013554 4)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: ACE INDUSTRIES, INC.

ACCT#: 070744001530

CONTACT: PAM FRIEDMAN PHONE: (305)358-2571

FAX #: (305)358-7832

NAME: GLANCE COMMUNICATIONS, INC.

AUDIT NUMBER..... 198000013554

DOC TYPE..... FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS...0
CERT. COPIES.....1

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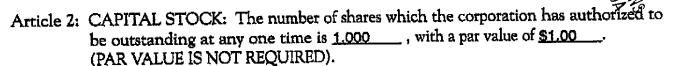
H98-13554

ARTICLES OF INCORPORATION

Article 1: Name of Corporation: GLANCE COMMUNICATIONS, INC.

Address of Corporation: 365 GRECO AVENUE

CORAL GABLES, FL 33146



Article 3: REGISTERED AGENT: IAN STEWART

REGISTERED OFFICE: 365 GRECO AVENUE

CORAL GABLES, FL 33146

* I am familiar with and hereby accept the duties and responsibilities as Registered Agent for said corporation.

<u>07 / 21 / 98</u> Date Signature of Registered Agent

Article 4: The Board of Directors are: (Board of Directors is NOT REQUIRED).

First listed is President, second is Vice President, then Secretary/Treasurer.

1.

2.

3.

Article 5: The NAME and ADDRESS of the INCORPORATOR is:

IAN STEWART

365 GRECO AVENUE

CORAL GABLES, FL 33146

In witness whereof, I have subscribed my name:

Signature of Incorporator

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Prepared by: Ace industries, Inc., 54 NW 11th Street, Miami, FL 33136, (305) 358-2571