

FAEGRE & BENSON LLP

2200 NORWEST CENTER, 90 SOUTH SEVENTH STREET
MINNEAPOLIS, MINNESOTA 55402-3901

TELEPHONE 612-336-3000
FACSIMILE 612-336-3026

SHARON A. STUCKMAYER
sstuckma@faegre.com
612/336-3547

P 98000107537

Florida Department of State
Division of Corporations
Corporate Filings
PO Box 6329
Tallahassee, FL 32314

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Re: Directional Ad-Vantage (Florida), Inc.

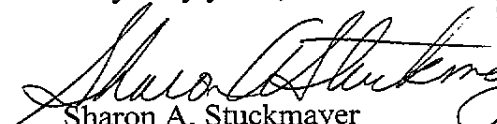
Dear Sir or Madam:

Enclosed herewith for filing please find Articles of Incorporation for Directional Ad-Vantage (Florida), Inc., along with acceptance of registered agent. Upon filing of the Articles of Incorporation, please send a certified copy of the Articles to the undersigned at the above address. I am also enclosing a check in the amount of \$78.75 in payment of your filing and certified copy fees.

If you have any questions, please call me at 1-800-328-4393 (ext. 3547).

Thank you.

Very truly yours,


Sharon A. Stuckmayer
Paralegal

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Enclosures

cc: Gale R. Mellum (w/o encl.)

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F. CHESSEB DEC 29 1998

**ARTICLES OF INCORPORATION
OF
DIRECTIONAL AD-VANTAGE (FLORIDA), INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is "Directional Ad-Vantage (Florida), Inc."

SECOND: The street and mailing address, wherever located, of the principal office of the corporation is 350 S.E. Mizner Blvd., Apt. 1410, Boca Raton, FL 33432.

THIRD: The corporation is authorized to issue an aggregate total of 1,200,000 shares of capital stock, which shares are hereby classified into two classes as follows: 1,000,000 shares of Common Stock, par value \$.01 per share, and 200,000 shares of Preferred Stock, having no designated par value. The Board of Directors is authorized to establish one or more series of preferred stock, to set forth the designations of each such series, and to fix the relative rights and preferences of each series.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is 350 S.E. Mizner Blvd., Apt. 1410, Boca Raton, FL 33432.

The name of the initial registered agent of the corporation at the said registered office is Brett-Lane Ison.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and address of the incorporator are:

<u>NAME</u>	<u>ADDRESS</u>
Gale R. Mellum	2200 Norwest Center Minneapolis, MN 55402

SIXTH: The names and addresses of the members of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Brett-Lane Ison	350 S.E. Mizner Blvd., Apt. 1410 Boca Raton, FL 33432
Gale R. Mellum	2200 Norwest Center Minneapolis, MN 55402

SEVENTH: No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any 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 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 any class of the corporation; and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

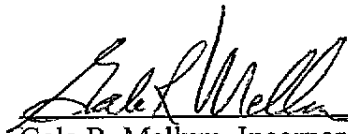
EIGHTH: The corporation is organized for general corporate purposes, including any lawful business for which corporations may be organized under the Florida Business Corporation Act, and shall have all of the powers and rights provided to a corporation under the Florida Business Corporation Act.

NINTH: The duration of the corporation shall be perpetual.

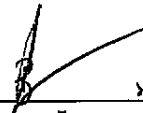
TENTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, 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 Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

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

Signed on December 17, 1998


Gale R. Mellum, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Brett-Lane Ison

Date: December 17, 1998

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA