



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 100789 9081A

AUTHORIZATION :

Patricia Pujols

COST LIMIT : \$ 70.00

ORDER DATE : January 15, 1999

ORDER TIME : 10:33 AM

ORDER NO. : 100789-005

CUSTOMER NO: 9081A

400002744064--9

CUSTOMER: Adrian P. Thomas, Esq
MACLEAN & EMA
MACLEAN & EMA
2600 Ne 14th Street Causeway

Pompano Beach, FL 33062

DOMESTIC FILING

NAME: NATIONAL ADVERTISING AGENCY,
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: Angie Glisar

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 15 PM 4:32

RECEIVED
99 JAN 15 AM 11:28
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
NATIONAL ADVERTISING AGENCY, INC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 15 PM 4:32

ARTICLE I

The name of the corporation shall be National Advertising Agency, Inc.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under Florida law.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 100 shares. All such shares shall be of a single class, designated as common.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

ARTICLE V

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor.

ARTICLE VI

The period of existence of the corporation is perpetual.

ARTICLE VII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

ARTICLE VIII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE IX

The business of the corporation shall be managed by the shareholders without a board of directors.

ARTICLE X

The initial registered agent of the corporation is Mario A. Buscemi. The street address of the corporation's initial registered office is 756 Barcelona Drive, Boca Raton, Florida 33432.

ARTICLE XI

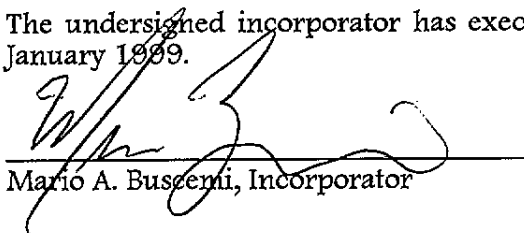
The principal place of business and mailing address of this corporation shall be:
756 Barcelona Drive, Boca Raton, Florida 33432.

ARTICLE XII

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

Mario A. Buscemi 756 Barcelona Drive, Boca Raton, Florida 33432

The undersigned incorporator has executed these Articles of Incorporation this 13th day of January 1999.

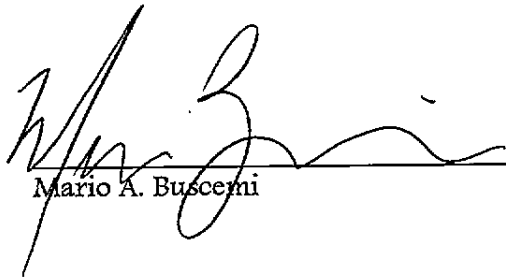


Mario A. Buscemi, Incorporator

DESIGNATION OF REGISTERED AGENT
FOR NATIONAL ADVERTISING AGENCY, INC

FILED
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DIVISION OF CORPORATIONS
99 JAN 15 PM 4:32

I, Mario A. Buscemi, having been appointed Registered Agent of National Advertising Agency, Inc, do hereby agree to act in this capacity and to comply with the provisions of all statutes relative to the proper and complete performance of my duties this 14 day of January, 1999.


Mario A. Buscemi