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LEZARUS CORPORATE FILING SERVICE, INC.

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LOCAL REPRESENTATIVE TALLAHASSEE

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-05/03/99--01063--010

*****78.75 *****78.75

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. ADVANCED PROMOTIONAL EXPERTS, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)



Walk in



Pick-up time

2:00



Certified Copy



Mail out



Will wait



Photocopy



Certificate of Status

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAY -3 PM 12:13

FILED

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

ARTICLES OF INCORPORATION
OF
ADVANCED PROMOTIONAL EXPERTS, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles Of Incorporation.

ARTICLE I NAME

The name of this corporation shall be: ADVANCED PROMOTIONAL EXPERTS, INC

ARTICLE II DURATION

This corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE III PURPOSE

This corporation is organized for the purposes of transacting any and all lawful business whatsoever.

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issued FIVE HUNDRED (500) shares of ONE (\$1.00) DOLLAR par value common stock.

ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of this corporation and the principal office and mailing address, which are identical, is :7400 WEST 20th AVENUE #411, HIALEAH, FLORIDA 33016

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TALLAHASSEE FLORIDA

The name of the initial registered agent of this corporation is :

STEVE VELEZ

ARTICLE VI INITIAL BOARD OF DIRECTORS

This corporation should have TWO (2) DIRECTORS initially. The number of directors may be either increased or diminished from time to time by the BY-LAWS but shall never be less than one. The name and address of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
<u>STEVE VELEZ</u>	<u>7400 WEST 20th AVENUE #411</u> <u>HIALEAH, FLORIDA 33016</u>	<u>President/Sec.</u>
<u>BRENDA VELEZ</u>	<u>7400 WEST 20th AVENUE #411</u> <u>HIALEAH, FLORIDA 33016</u>	<u>VP / Treasurer</u>

ARTICLE VII INCORPORATOR

The name and address of the person signing these Articles is :

STEVE VELEZ 7400 WEST 20th AVENUE #411
HIALEAH, FLORIDA 33016

ARTICLE VIII BY-LAWS

The power to adopt, alter, amend or repeal BY-LAWS shall be vested in the Board Of Directors.

ARTICLE IX POWERS

This corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE X INDEMNITY

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles Of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

The undersigned has executed these Articles of Incorporation this 30th day of APRIL, 1999.


STEVE VELEZ

TITLE: President

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

Pursuant to the provisions of section 607.0501, Florida Statutes,
the undersigned corporation, organized under the laws of the state
of Florida, submits the following statement in designating the
registered office / registered agent, in the state of Florida.

1. The name of the corporation is: ADVANCED PROMOTIONAL EXPERTS, INC.
2. The name and address of the registered agent and office is:
Name: Steve VELEZ
40 ADVANCED PROMOTIONAL EXPERTS, INC.
Address: 7400 WEST 20th AVENUE #411, HIALEAH, FLORIDA 33016


STEVE VELEZ

TITLE: President

DATE: APRIL 30, 1999

ACKNOWLEDGMENT AND ACCEPTANCE

Having been named as registered agent and to accept service of
process for the above stated corporation at place designated in
this certificate, 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.


STEVE VELEZ

DATE: APRIL 30, 1999

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TALLAHASSEE FLORIDA