

P99000068508
TRANSMITTAL LETTER

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-07/27/99--01050--004
*****78.75 *****78.75

SUBJECT: D3 ADVERTISING, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for:

- | | | | | | | | |
|--------------------------|-----------------------|-------------------------------------|--|--------------------------|--|--------------------------|--|
| <input type="checkbox"/> | \$70.00
Filing Fee | <input checked="" type="checkbox"/> | \$78.75
Filing Fee
& Certificate | <input type="checkbox"/> | \$122.50
Filing Fee
& Certified Copy | <input type="checkbox"/> | \$131.25
Filing Fee,
Certified Copy
& Certificate |
|--------------------------|-----------------------|-------------------------------------|--|--------------------------|--|--------------------------|--|
- ADDITIONAL COPY REQUIRED**

FROM: ARNOLD COHEN, Esq.
Name (Printed or Typed)

2424 N. Federal Highway, Suite 314
Address

Boca Raton, FL 33431
City, State & Zip

(561) 750-6706
Daytime Telephone Number

FILED
 99 JUL 27 PM 3:51
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the Articles

Handwritten signature and date: 8/2/99

ARTICLES OF INCORPORATION
OF
D3 ADVERTISING, INC.

The undersigned Incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be:

D3 ADVERTISING, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 1120 Holland Drive, Suite 7, Boca Raton, FL 33487.

ARTICLE III

NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

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TALLAHASSEE, FLORIDA

ARTICLE IV
CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is one million shares of common stock, having a par value of \$.01 per share.

ARTICLE V
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI
DIRECTORS

This corporation shall have not less than one nor more than five directors, as set forth in the By-Laws.

ARTICLE VII
REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent for the Corporation shall be DAWN DONOHUE and the Registered Office shall be located at 1120 Holland Drive, Suite 7, Boca Raton, FL 33487, or such other person or place as the Board of Directors shall from time to time direct, with appropriate notice being given to the Secretary of State in accordance with law.

ARTICLE VIII
INCORPORATOR

The name and street address of the Incorporator to these Articles of Incorporation is DAWN

DONOHUE, 21955 Tidewater Terrace, Apt. 108E, Boca Raton, FL 33433.

ARTICLE IX

SPECIAL PROVISIO

Any action by the directors of this corporation which is within their power taken at a meeting of such directors shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all directors as required by law or by the By-Laws of this corporation, if at any time prior to, during or subsequent to such meeting all directors shall execute a waiver of notice of such meeting, in writing, and providing a majority of the directors shall have approved or approve the action taken at such meeting.

When not prohibited by law, any action by the shareholders of this corporation which is within their power taken at a meeting of such shareholders shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all shareholders, as required by law or the By-Laws of this corporation, if at any time prior to, during or subsequent to such meeting all shareholders shall execute a waiver of notice of such meeting, in writing, and providing a majority of the shareholders shall have approved or approve the action taken at such meeting.

When not prohibited by law, any action of the shareholders of this corporation may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the secretary of the corporation as part of the corporate records. Such consent shall have the same force and effect as the unanimous vote of the shareholders and may be stated as such in any certificate or document filed with the Department of State of the State of Florida or any other governmental agency of any state, county or nation, or with any private organization, corporation, person or persons.

Nothing in this Article shall be construed to allow any act of the Board of Directors to be approved by less than a majority of said directors, or wherever a greater vote is required by law or in the By-Laws, by that vote.

Nothing in this Article shall be construed to allow any act of the shareholders to be approved by less than a majority of said shareholders, or wherever a greater vote is required by law or in the By-Laws, by that vote.

ARTICLE X

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every officer and every director of the corporation shall be indemnified by the corporation, as permitted by law, against all expenses and liability, including counsel fees, reasonably incurred by or imposed upon her in connection with any proceeding to which she may be a party or in which she may become involved by reason of her being or having been an officer or director of the corporation, whether or not she is an officer or director at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such officer or director may be entitled.

ARTICLE XI

TELEPHONE MEETING AUTHORIZED


Members of the Board of Directors or of any executive committee designated by the Board of Directors in accordance with law shall be deemed present at any meeting of the Board of Directors or executive committee, as the case may be, if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear and be heard by all other persons, is used.

ARTICLE XII

AMENDMENT

These Articles of Incorporation may be amended in the manner and with the vote provided by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Boca Raton, Palm Beach County, Florida this 26th day of July, 1999.



DAWN DONOHUE

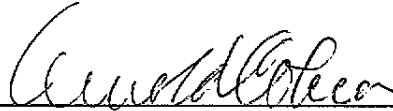
STATE OF FLORIDA)
) ss.:
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, this day personally appeared DAWN DONOHUE, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation of:

D3 ADVERTISING, INC.

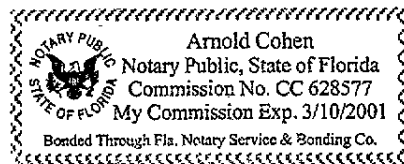
and she acknowledged before me that she signed and executed the same for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Boca Raton, Palm Beach County, Florida this 26th day of July, 1999.



NOTARY PUBLIC

My Commission Expires:



CERTIFICATE ACCEPTING DESIGNATION

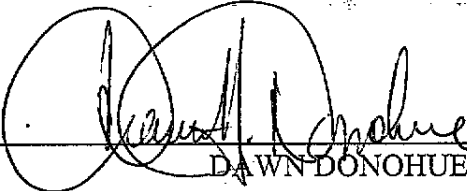
AS

REGISTERED AGENT

I HEREBY CERTIFY that I have accepted the designation as Registered Agent of:

D3 ADVERTISING, INC.

and agree to serve as its agent to accept service of process within this State at its Registered Office.


DAWN DONOHUE

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