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P99000073984

August 11, 1999

Secretary of State
Corporate Division
The Capitol
P. O. Box 6327
Tallahassee, Florida 32314

100002959261--4
-08/13/99-01064-008
*****78.75 *****78.75

RE: GRAND SLAM ADVERTISING, INC.
Our File No. C1080-003.

Dear Sir or Madam:


Enclosed herewith please find the following pertaining to the formation of the above-described corporation:

- A. Original executed Articles of Incorporation;
- B. Copy of executed Articles of Incorporation; and
- C. Check in the amount of \$78.75.

After the original Articles of Incorporation have been filed, it would be appreciated if you would return the copy to us, indicating certification.

Please call should you have any questions.

Yours very truly,


Matt E. Dannheisser
For the Firm

MED/lg
Enclosures

FILED
99 AUG 13 AM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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99 AUG 13 AM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
GRAND SLAM ADVERTISING, INC.**

The undersigned Incorporator to these Articles of Incorporation, a natural person, competent to contract, does hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I. CORPORATE NAME

The name of this corporation shall be GRAND SLAM ADVERTISING, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted and carried on by the corporation is to engage in any lawful act and activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III. CAPITAL STOCK

The total authorized capital stock of the corporation shall be 7,500 shares of common stock having \$1.00 par value.

ARTICLE IV. TERMS OF EXISTENCE

This corporation shall have perpetual existence, commencing upon the filing of these Articles.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The street address of the initial principal office of this corporation shall be 22124 Martella Avenue, Boca Raton, Florida, 33433.

The initial registered agent as such address will be Arnold Scott Cohen.

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is Arnold Scott Cohen, 22124 Martella Avenue, Boca Raton, Florida, 33433.

ARTICLE VII. BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of Directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII. INITIAL DIRECTORS

The names of the initial Directors of this corporation and their street addresses are:

<u>Name</u>	<u>Address</u>
Arnold Scott Cohen	22124 Martella Avenue Boca Raton, FL 33433
Robert Heeg	10800 Barque Court Boca Raton, FL 33498

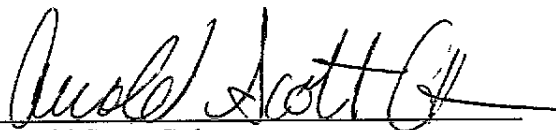
ARTICLE IX. OFFICERS

The executive officers of this corporation shall be a President, a Vice President, a Secretary, and a Treasurer. Any person may hold two or more offices. The corporation may also have such other officers and agents as may be deemed necessary and all such officers and agents shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed by the by-laws or determined by resolution of the Board of Directors not inconsistent with the by-laws.

ARTICLE X. AMENDMENT

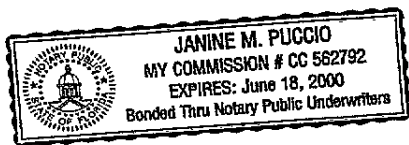
The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein upon stockholders, directors and officers are subject to this reserve power.

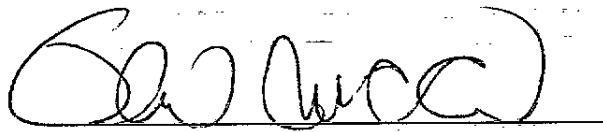
IN WITNESS WHEREOF, I, the undersigned Incorporator, for the purposes of forming a corporation for profit pursuant to the laws of the State of Florida, do make, subscribe and acknowledge this certificate and I have hereunto duly executed the foregoing Articles of Incorporation to be filed in the office of the Secretary of State of Florida, for the purposes therein set forth.


Arnold Scott Cohen

STATE OF FLORIDA
COUNTY OF Palm Beach

SWORN TO AND SUBSCRIBED before me this 9 day of Aug, 1999,
by Arnold Scott Cohen who is personally known to me or who has produced ad 50001758309
as identification.




NOTARY PUBLIC
Janine Puccio
(name of officer typed, printed
or stamped)

My Commission Expires:
June 18 2000

commission/serial number

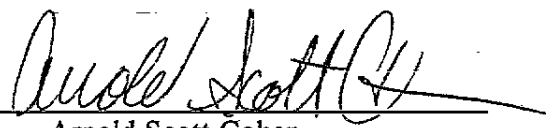
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
SERVICE OF PROCESS WITH THIS STATE, NAMED AGENT
UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

GRAND SLAM ADVERTISING, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 22124 Martella Avenue, Boca Raton, Florida, 33433, with Arnold Scott Cohen, as agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By: 
Arnold Scott Cohen
Registered Agent

DATED this the 9 day of Aug, 1999.

FILED
99 AUG 13 AM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA