

999000088433



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 400481 7162078

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pajito

ORDER DATE : October 6, 1999

ORDER TIME : 11:34 AM

ORDER NO. : 400481-005

CUSTOMER NO: 7162078

600003007366--6

CUSTOMER: Ms. Mercy Pelaez
THE DECARLO GROUP CERTIFIED
THE DECARLO GROUP CERTIFIED
1001 Brickell Bay Drive
27th Floor
Miami, FL 33131

DOMESTIC FILING

NAME: YAPS 5TH AVENUE, 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: Janna Wilson

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT -6 PM 2:59

RECEIVED
99 OCT -6 PM 12:04
DEPARTMENT OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

10/5/99

ARTICLES OF INCORPORATION

OF

YAPS 5TH AVENUE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 OCT -6 PM 2: 59

The undersigned, acting as the Incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation, under the laws of the State of Florida.

ARTICLE I

The corporate name for the corporation (hereinafter called the "Corporation") is Yaps 5th Avenue, Inc.

ARTICLE II

The existence of the Corporation shall be effective as of the 5th day of October, 1999 and shall be perpetual.

ARTICLE III

The Corporation shall have all of the powers vested in a Florida corporation, in accordance with Chapter 621 of the Florida Statutes, and is authorized to engage in the practice of Financial Public Relations and any and all lawful business and activities permitted under this Chapter.

ARTICLE IV

The maximum number of shares which the Corporation is authorized to have outstanding at any time is One Thousand (1,000) shares of Common Stock, with a par value of One Cent (\$0.01) per share.

ARTICLE V

The initial registered agent and street address of the initial registered office of the Corporation are:

Dana M. Porteous
Yaps 5th Avenue, Inc.
4171 Lybyer Ave.
Miami, Florida 33133

ARTICLE VI

The Corporation shall have one (1) member of the Board of Directors initially. The name and address of the initial Director of the Corporation are:

Dana M. Porteous
Yaps 5th Avenue, Inc.
4171 Lybyer Ave.
Miami, Florida 33133

The number of Directors may be increased or decreased from time to time, pursuant to the duly enacted Bylaws of the Corporation, but shall never be less than one (1).

ARTICLE VII

The name and address of the Incorporator are:

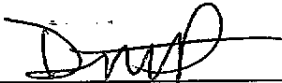
Dana M. Porteous
Yaps 5th Avenue, Inc.
4171 Lybyer Ave.
Miami, Florida 33133

ARTICLE VIII

The principal business and mailing address of the Corporation shall be:

Yaps 5th Avenue, Inc.
4171 Lybyer Ave.
Miami, Florida 33133

EXECUTED at Miami, Florida, as of this 5th day of October, 1999.

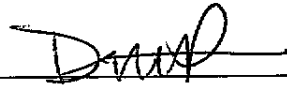


Dana M. Porteous
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been appointed as the Registered Agent of Yaps 5th Avenue, Inc., the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 5th day of October, 1999.



Dana M. Porteous
Registered Agent

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