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99 DEC 27 PM 1:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 529233 7200557

AUTHORIZATION : *Patricia Pizit*

COST LIMIT : \$ 70

ORDER DATE : December 24, 1999

ORDER TIME : 3:05 PM

ORDER NO. : 529233-005

CUSTOMER NO: 7200557

200003079972-8

CUSTOMER: Mr. Russ Morgan
MR. RUSS MORGAN
MR. RUSS MORGAN
Suite 205b
43301 Division Street
Rosamond, CA 93560

DOMESTIC FILING

NAME: INTERACTIVE ADVERTISING AND
MARKETING ASSOCIATES, CORP.

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: Christine Lillich *PH 12/22/99*
EXAMINER'S INITIALS:

RECEIVED
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DIVISION OF CORPORATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

INTERACTIVE ADVERTISING
AND MARKETING ASSOCIATES, CORP.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

INTERACTIVE ADVERTISING
AND MARKETING ASSOCIATES, CORP.

The address of the principal office of this corporation shall be 7378 West Atlantic Boulevard, #223, Margate, Florida 33063-4214, and the mailing address of the corporation and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or 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.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,500 shares of common stock having no par value per share.

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ARTICLE VII. INCORPORATOR

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name and street address of the incorporator to these Articles of Incorporation:

The Company Corporation
1013 Centre Road
Wilmington, Delaware 19805

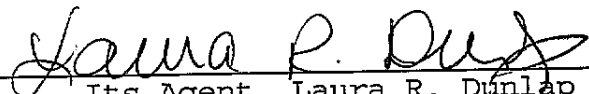
The undersigned incorporator has executed these Articles of Incorporation on December 24, 1999.



Its Agent, Laura R. Dunlap

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 

Its Agent, Laura R. Dunlap

CRL