

90000032798

LAW OFFICES

ROBERT D. HERTZBERG, P.A.

NATIONS BANK AT INTERNATIONAL PLACE

100 SOUTHEAST SECOND STREET

SUITE 3550

MIAMI, FLORIDA 33131

TELEPHONE (305) 371 - 6060

TELECOPIER (305) 358 - 5917

March 22, 2000

FILED
00 MAR 27 AM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

**Re: Articles of Incorporation for
ADVERTISING DIRECT MARKETING CONSULTANTS OF AMERICA, INC.**

Dear Sir:

Enclosed herewith please find the original and two (2) copies of the Articles of Incorporation and a check in the amount of \$122.50 representing your filing fee.

If you should have any questions, please do not hesitate to contact me.

Very truly yours,

ROBERT D. HERTZBERG

900003185929--2
-03/27/00--01136--009
****122.50 *****78.75

RDH/amg
Enclosures

3-31
WC

**ARTICLES OF INCORPORATION
OF
ADVERTISING DIRECT MARKETING CONSULTANTS OF AMERICA, INC.**

The undersigned, for the purpose of forming a corporation for profit, pursuant to the laws of the State of Florida, hereby makes, subscribed, acknowledges and filed the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation shall be: ADVERTISING DIRECT MARKETING CONSULTANTS OF AMERICA, INC.

**ARTICLE II
ADDRESS**

The following is the address of this corporation: 6620 WINDSOR LANE, MIAMI BEACH, FLORIDA 33141.

**ARTICLE III
DURATION**

This corporation shall commence its existence on the date of execution and acknowledgment of these Articles of Incorporation, and shall exist perpetually unless sooner dissolved according to law.

**ARTICLE IV
PURPOSE**

This corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

FILED
00 APR 17 AM 11:34
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLE V
CAPITAL STOCK

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent of this corporation is: ROBERT D. HERTZBERG, ESQ., ROBERT D. HERTZBERG, P.A., 100 S.E. 2ND STREET, SUITE 3550, MIAMI, FL. 33131.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation will have one (1) Director initially. The number of Directors may be increased or diminished from time to time by the By-laws but shall never be less than one (1). The name and address of the initial Director of this corporation is: Julian Kasten, 6620 WINDSOR LANE, MIAMI BEACH, FL. 33141.

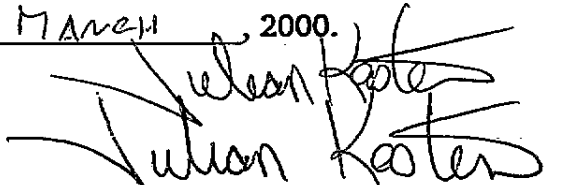
ARTICLE VIII
SUBSCRIBERS

The following is the name and address of the subscriber of these Articles of Incorporation: Julian Kasten, 6620 WINDSOR LANE, MIAMI BEACH, FL. 33141.

**ARTICLE IX
INDEMNIFICATION**

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 21 day of MARCH, 2000.



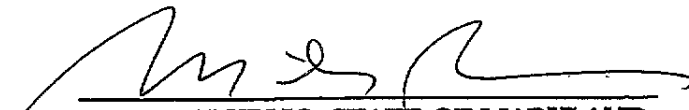
JULIAN KASTEN

STATE OF FLORIDA
COUNTY OF MIAMI-DADE :SS

BEFORE ME, a Notary Public authorized in the county and state set forth above, personally appeared JULIAN KASTEN, to be the person who, as Incorporator, executed the foregoing Articles of Incorporation of ADVERTISING DIRECT MARKETING CONSULTANTS OF AMERICA, INC. and acknowledged before me that he executed those Articles of Incorporation.

Affiant is: Personally known to Notary Public; or
 Produced Identification FLORIDA DRIVER'S LICENSE (type of identification).

IN WITNESS WHEREOF, I have hereunto set my hand and seal in MIAMI BEACH Florida aforesaid, this 21 day of MARCH, 2000.



NOTARY PUBLIC, ~~STATE OF MARYLAND~~
My Commission Expires: State of FLORIDA
MIAMI-DADE County

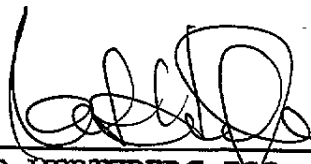


Miles Reben
Commission # 00 836367
Expires Sep. 3, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in Article VI of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the complete discharge of its duties.

DATED on this 22 day of March, 2000.



ROBERT D. HERTZBERG, ESQ.

FILED
00 MAR 27 AM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA