

**CORPORATE
ACCESS,
INC.**

P00000002823

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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EFFECTIVE DATE

04/02/00

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Articles

1.) Y3K Marketing Services, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

FILED
00 JAN 10 PM 3:20
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

RECEIVED
00 JAN 10 AM 9:21
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

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T. SMITH JAN 10 2000



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 10, 2000

CORPORATE ACCESS, INC.
236 E. 6TH AVE.
TALLAHASSEE, FL 32303

SUBJECT: Y3K MARKETING SERVICES, INC.
Ref. Number: W00000000691

We have received your document for Y3K MARKETING SERVICES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 000A00001189

RECEIVED
00 JAN 10 PM 2:36
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
Corrected
1/10/00
[Signature]

Articles of Incorporation

of

EFFECTIVE DATE
01/07/00

Y3K MARKETING SERVICES, INC.

The undersigned Incorporator hereby forms a corporation under the laws of the
State of Florida:

ARTICLE I. CORPORATE NAME

The name of this Corporation is:

Y3K Marketing Services, Inc.

FILED
00 JAN 10 PM 3:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II. MAILING ADDRESS OF CORPORATION

The mailing address of this Corporation is:

c/o Marc H. Auerbach, Esq.
201 S. Biscayne Blvd.
20th Floor
Miami, Florida 33131

ARTICLE III. CAPITAL STOCK

The aggregate number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Hundred Thousand (100,000) shares of common stock having a par value of \$.001 per share. The Board of Directors of this Corporation shall have the power to divide and issue the Common Stock into one or more series and to determine the limitation and relative rights of each such series, consistent with the laws of the State of Florida. Shares of one series may be issued as a

share dividend in respect of shares of another series.

ARTICLE IV. COMMENCEMENT AND TERM OF EXISTENCE

This Corporation shall commence its corporate existence on January 7, 2000.

This Corporation shall have perpetual existence.

ARTICLE V. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation in the State of Florida and the Corporation's initial registered agent at that office shall be:

Marc H. Auerbach, Esq.
201 S. Biscayne Blvd.
20th Floor
Miami, Florida 33131

ARTICLE VI. BOARD OF DIRECTORS

The number of directors may be increased or decreased from time to time as provided in the By-Laws, but shall never be less than one (1).

ARTICLE VII. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Marc H. Auerbach, Esq.
201 S. Biscayne Blvd.
20th Floor
Miami, Florida 33131

ARTICLE VIII. AMENDMENT

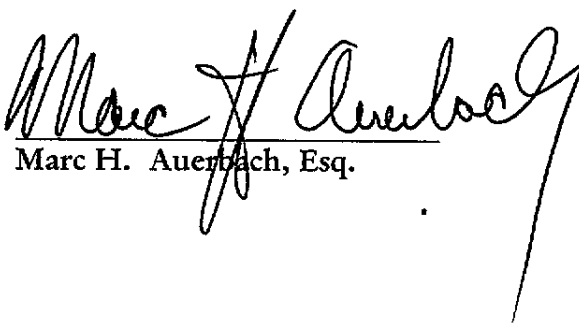
These Articles of Incorporation may be amended in the manner prescribed by law, except that upon the issuance of shares, every amendment must be approved by the Board of Directors of the Corporation before it is submitted to the shareholders of the Corporation for their approval.

ARTICLE IX. INDEMNIFICATION

Except as may otherwise be provided in the Bylaws of this Corporation, this Corporation shall indemnify its incorporators, officers and directors to the fullest extent permitted by law either now or hereafter in effect.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of January 7, 2000.

By:



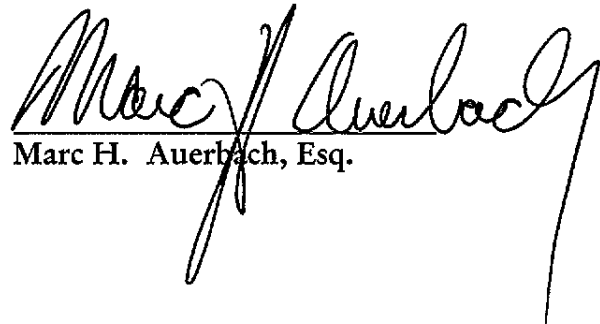
Marc H. Auerbach, Esq.

CERTIFICATE ACCEPTING DESIGNATION AS
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED

The following is submitted pursuant to Sections 48.091 and 607.0501 of the
Florida Statutes:

Having been appointed registered agent of Y3K Marketing Services, Inc., its
Articles of Incorporation, at the place designated in such Articles of Incorporation, the
undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and
accepts, the obligations of such position.

By:


Marc H. Auerbach, Esq.

Dated: January 7, 2000

FILED
00 JAN 10 PM 3:20
CLERK OF STATE
TALLAHASSEE, FLORIDA