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February 17, 2000

VIA FEDERAL EXPRESS

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

RE: Direct Infusion, Inc.
Our File No: 489.001

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-02/18/00--01091--001
*****70.00 *****70.00

Dear Sir or Madam:

I am enclosing a Transmittal Letter and Articles of Incorporation along with a check in the amount of \$70.00 for opening a corporation for our client, Direct Infusion, Inc. Please complete the corporation filing and provide me with a kindly return the documents by Federal Express using our account number 2204-8863-2.

Thank you for your assistance.

Very truly yours,

Carole Morton

Carole Morton
Legal Assistant to Todd S. Payne

FILED
00 FEB 18 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

:cmm
Enclosure

T BROWN FEB 23 2000

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Direct Infusion, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

3850 Hollywood Blvd, Suite 204
Hollywood, FL 33021

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1000 at .01 each

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Todd S. Payne, Esq.,
Zebersky, Payne & Kushner, L.L.P.
3850 Hollywood Blvd., Suite 204
Hollywood, FL 33021

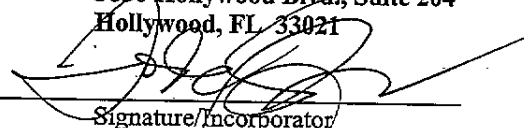
ARTICLE V BOARD OF DIRECTORS

The initial Board of Directors shall have 0 members whose names and addresses are as follows:

ARTICLE VI INCORPORATOR

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

Todd S. Payne, Esq.
Zebersky, Payne & Kushner, L.L.P.
3850 Hollywood Blvd., Suite 204
Hollywood, FL 33021

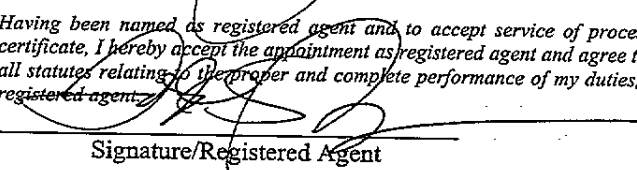


Signature/Incorporator

2/17/00

Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Signature/Registered Agent

2/17/00

Date

FILED
00 FEB 18 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA