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LAW OFFICES

MARK A. KAMILAR

2921 S. W. 27TH AVENUE

EOCONUT GROVE, FL 33033

MARK A. KAMILAR

FILED

01 FEB 23 PM 2:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TELEPHONE
(305) 567-1112
FAX
(305) 567-2334

February 22, 2001

Mr. Daniel Bowden
Southeast Security, Inc.
3841-A Killearn Court
Tallahassee, Florida 32308

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-02/23/01--01016--024
*****78.75 *****78.75

RE: CTI Direct Distribution, Inc.

Dear Mr. Bowden:

*Call when ready
893 0606*

Enclosed please find an original and two copies of Articles of Incorporation for the above-captioned new corporation.

Please walk these Articles over to the Secretary of State and fax us back any confirmation you may get for the filing as soon as possible. Also, we would ask that you mail back the confirmation from the Secretary of State as well as the certified copy of the Articles. I have enclosed a self-addressed stamped envelope for your convenience.

I have also enclosed our check in the sum of \$78.75 for the Secretary of State which represents the fee for filing and certification of the Articles and a check for \$35.00 which represents your fee for this service.

If you should have any problems or need any additional information, please do not hesitate to call the undersigned.

Thank you, once again, for your assistance.

Very truly yours,

LAW OFFICES OF MARK A. KAMILAR

Sandee Polin
Sandee Polin
Legal Assistant

/sdp
Encl. noted

98-23-01

**ARTICLES OF INCORPORATION
OF
CTI DIRECT DISTRIBUTION, INC.**

WE, the undersigned, in order to form a Corporation under and pursuant to the provisions of the laws of the State of Florida for the purposes set forth below, hereby subscribe to these Articles of Incorporation.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I

The name of the corporation shall be CTI DIRECT DISTRIBUTION, INC.

II

The purposes and general nature of the business to be conducted and transacted by the corporation shall be as follows:

A. To do and transact any and all business as permitted under the laws of the State of Florida and the United States of America.

B. To purchase for investment and resale, and to traffic in land, property, house and buildings and other property of any nature. To create, sell and deal in freehold and leasehold ground rents. To make advances upon the security of land or houses or other property. To deal in any manner with real and personal property.

C. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable instruments, including bonds, debentures or other obligations of this corporation, whether secured by mortgage, pledge or otherwise or unsecured, for money borrowed or in payment for property purchased or acquired or for other lawful objects.

D. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, or any bonds, securities or other evidences of indebtedness, created by any corporation and while owner of such stock or evidences of indebtedness, to exercise all of the rights, powers and privileges of ownership, including the right to vote according to the rights of said instruments and agreements.

E. To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; and provided further that shares of its own capital stock owned by the corporation shall

not be voted upon directly or indirectly nor count as outstanding for the purpose of any stockholder's quorum or vote.

Without limiting any of the purposes, powers and objectives of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects hereinabove specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either a principal, agent or broker, conferred by the law of the State of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

III

The number of shares of stock that this Corporation is authorized to have outstanding at any time is **one hundred (100) shares of stock at penny par value.**

IV

The amount of capital with which this Corporation shall begin business shall be **FIVE HUNDRED DOLLARS (\$500.00).**

V

The existence of this Corporation shall be perpetual.

VI

The principal office of this corporation shall be located at 7640 NW 25th Street, Unit 5, Miami, Florida 33122.

VII

The Board of Directors of this corporation shall consist of not less than one (1) member.

VIII

The names and addresses of the first Board of Directors, who shall, subject to these Articles of Incorporation, by-laws, and the laws of the State of

Florida, hold office for the first year of the corporation's existence, or until their successors shall have been elected and qualified, are as follows:

President/Vice-President/Treasurer	AUGUSTO MONGE
Secretary/Director	7640 NW 25 th Street, Unit 5
	Miami, Florida 33122

IX

The Registered Agent and registered office for this corporation are:

Mark A. Kamilar
2921 SW 27th Avenue
Coconut Grove, Florida 33133

X

The names and addresses of each subscriber to these Articles of Incorporation and the number of shares of stock each agrees to take are:

<u>NAME:</u>	<u>ADDRESS:</u>	<u>NO. OF SHARES:</u>
AUGUSTO MONGE	7640 NW 25 th Street, Unit 5 Miami, Florida 33122	

XI


This Corporation shall be initially governed by the stockholders, notwithstanding other provisions of these Articles of Incorporation. At the discretion of the initial sole stockholder or the successor of all shares of the stockholder, or when there are two or more stockholders owning stock in the corporation, at a meeting held for that purpose, stockholders may elect to operate with a Board of Directors and officers as provided elsewhere in these Articles of Incorporation. At such time, there shall be elected a minimum of three (3) directors who shall hold office for one (1) year after their election or until their successors are elected or appointed and have qualified. The stockholders shall also elect such persons to fill the offices of: PRESIDENT, VICE-PRESIDENT, SECRETARY, TREASURER and such other offices as are permitted by the by-laws of the Corporation. The officers shall serve for one (1) year after their election or until their successors are elected or appointed and have qualified. The manner and form of electing or appointing officers and directors shall be set out in the by-laws.

XIII

MARK A. KAMILAR

AUGUSTO MONGE

ANDREA D. PELIN
NOTARY PUBLIC, State of Florida

 Sandra D Polin
My Commission CC834599
Expires May 9, 2003

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA