

PS1800020636
(SAMPLE LETTER OF TRANSMITTAL)

DATE 2/20/01

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

700003758137--1
-02/23/01--01058--018
*****78.75 *****78.75

Re: Delray Direct, Inc.
(Name of Corporation)

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$78.75

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours.

Gary Prusinski
(Individual's Name)
Delray Direct, Inc.
(Name of Corporation)
FILED
01 FEB 23 AM 3:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAILING ADDRESS OF CORPORATION		
2929 Zorno Way #103		
Delray Beach, FL 33445		
PHONE		
(561) 330-6917		
Area Code	Number	Ext.

2-26-01
WCO

ARTICLES OF INCORPORATION

of

Delray Direct, Inc.

(name of corporation)

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Delray Direct, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 500 shares of common stock, par value \$ 1.00 per share.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and, if different, the mailing address is:

STREET ADDRESS		
<u>2929 Zorno Way #103</u>		
CITY <u>Delray Beach</u>	FLORIDA	ZIP <u>33445</u>
Mailing address, if different		
STREET ADDRESS		
CITY	FLORIDA	ZIP

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial registered agent at the office is:

NAME <u>Gary Prusinski</u>		
ADDRESS <u>2929 Zorno Way #103</u>		
CITY <u>Delray Beach</u>	FLORIDA	ZIP <u>33445</u>

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

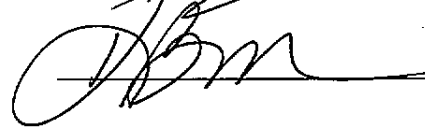
NAME	Gary Prusinski		
ADDRESS	2929 Zorno Way #103		
CITY	Delray Beach	STATE	Florida ZIP 33445
NAME	Kimberly Bruce		
ADDRESS	5962 Morningstar Circle #104		
CITY	Delray Beach	STATE	Florida ZIP 33484
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Gary Prusinski		
ADDRESS	2929 Zorno Way #103		
CITY	Delray Beach	STATE	Florida ZIP 33445
NAME	Kimberly Bruce		
ADDRESS	5962 Morningstar Circle #104		
CITY	Delray Beach	STATE	Florida ZIP 33484
NAME			
ADDRESS			
CITY		STATE	ZIP

The undersigned incorporator(s) have executed these Articles of Incorporation this 20th day of February, 19 2001

 (Signature)
 (Signature)
 _____ (Signature)

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delray Direct, Inc.
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

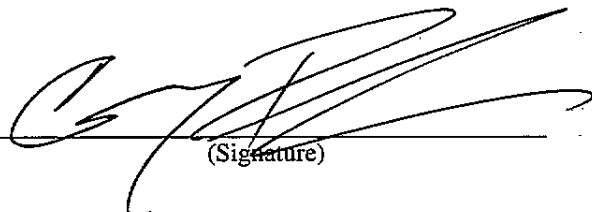
The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 2929 Zorno Way #103
Delray Beach, Florida 33445

has named Gary Prusinski

located at the aforesaid address, as its registered agent to accept service of process within this state.

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)

2/20/01
(Date)