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TALLAHASSEE, FLORIDA

113/26

Roberto Tomlinson
517 S.W. 2 Avenue
Hallandale Beach, FL 33009

March 15, 2004
~~September 18, 2003~~

VIA US MAIL

Division of Corporation
409 E. Gaine Street
Tallahassee, FL 32399

Re: MILLENNIUM DIRECT MARKETING, INC.

Dear Filing Specialist:

Enclosed please find the Articles of Incorporation of to be filed with the Secretary of State of the State of Florida and a check in the amount of \$78.75 payable to the Secretary of State of the State of Florida. Please provide us with a certified copy of the corporate charter and deliver to my attention, via US mail, to the address listed above.

If you have any questions or concerns, please contact me. Thank you for your prompt attention to this matter.

Sincerely,

Roberto Tomlinson



Enclosure

ARTICLES OF INCORPORATION
OF
MILLENNIUM DIRECT MARKETING, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I
Name and Principal Office of Corporation

The name of this Corporation shall be Millennium Direct Marketing, Inc. The initial street address of the Corporation shall be 517 S.W. 2 Avenue, Hallandale Beach, Florida 33009.

ARTICLE II
Nature of Business

The general nature of the business and activities to be transacted and carried on by this Corporation is to transact all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, as hereafter amended and supplemented, and any successor statute thereto, as thereafter amended and supplemented.

The general purposes specified in the foregoing clauses of this Article, unless expressly limited, shall not be limited or restricted by reference to, or inference from, any provisions in this or any other Article of these Articles of Incorporation, shall be regarded as independent purposes and shall be construed as powers as well as purposes.

ARTICLE III
Stock

The Corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares of Common Stock the Corporation shall have authority to issue is 3000, par value \$0.01 per share. The total number of shares of Preferred Stock the Corporation shall have authority to issue is 1,000, par value \$0.01 per share. The Preferred Stock may be issued in one or more series as shall from time to time be created and authorized by the Board of Directors, with such voting powers, full or limited, or no voting powers, and with such designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereon as set forth in a resolution adopted by the Board of Directors.

ARTICLE IV
Incorporator

The name and street address of the Incorporator of this Corporation is as follows:

Everton Bailey
1705 Palm Cove Blvd.
Suite 201
Delray Beach, Florida 33445

ARTICLE V
Term of Corporate Existence

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI
Address of Registered Office and Registered Agent

The street address of the initial registered office of this Corporation in the State of Florida shall be 1039 S.W. 3 Street, Hallandale Beach, Florida 33009. The name of the initial Registered Agent of this Corporation at the above address shall be Roberto Tomlinson.

ARTICLE VII
Initial Board of Directors

The names and street addresses of the members of the initial Board of Directors of this Corporation, who shall hold office until the First Annual Meeting of Shareholders, and thereafter until their successors are elected and have qualified, are as follows:

Roberto Tomlinson
517 S.W. 2 Avenue
Hallandale Beach, FL
33009

ARTICLE VIII
By-Laws

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the shareholders or Directors in any manner permitted by the By-Laws.

ARTICLE IX
Director Liability

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act as currently in effect or as the same may hereafter be amended. No amendment or repeal of this Article IX made by virtue of any change in the Florida Business Corporation Act after the date hereof shall adversely affect any right or protection of a director that exists at the time of such amendment, modification or repeal on account of any action taken or any failure to act by such director prior to such time.

ARTICLE X
Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original incorporator to the foregoing Articles of Incorporation, has hereunto set his/her hand and seal this 18th day of September 2003.

By: 
Everton Bailey, Incorporator

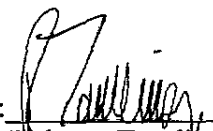
CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE

In compliance with Florida Statutes Sections 48.091 and 607.0501 the following
is submitted:

Millennium Direct Marketing, Inc., desiring to organize as a corporation under the
laws of the State of Florida, has designated 1039 S.W. 3 Street, Hallandale Beach, Florida 33009
as its initial Registered Office and has named Roberto Tomlinson, located at said address as its
initial Registered Agent.

By: 
Incorporator

Having been named Registered Agent for the above stated corporation, at the
designated Registered Office, the undersigned hereby accepts said appointment and agrees to
comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said
office. The undersigned further agrees to comply with the provisions of all statutes relating to
the proper and complete performance of the undersigned's duties, and the undersigned is familiar
with and accepts the obligations of the undersigned's position as registered agent.

By: 
Roberto Tomlinson
Registered Agent