

P96000038076

Omni Direct Inc.

April 26, 1996

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

800001801158
-04/30/96--01069--010
***122.50 ***122.50

Re: Articles of Incorporation - Omni Direct Inc.

Dear Sirs:

Please find enclosed the Articles of Incorporation for Omni Direct Inc. and a check in the amount of \$122.50.

I have also enclosed a copy of your letter number 896A00018782 for your reference.

Should you have any questions, please contact me.

Sincerely,

For Omni Direct Inc.



Michael K. Ryan
Registered Agent

cc: F Bianco
A Agurcia

FILED
96 APR 29 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AL MAY - 2 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 22, 1996

FRANK J. BIANCO
ELEXIS CORPORATION
7000 N.W. 46TH STREET
MIAMI, FL 33166

The name OMNI DIRECT INC. has been reserved for 120 days beginning April 22, 1996. The reservation number is R96000002032 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Trevor Brumbley

Letter number: 896A00018782

ARTICLES OF INCORPORATION

I, the undersigned, being of legal age and acting as incorporator of a corporation under the laws of the State of Florida, adopt the following articles of incorporation of the State of Florida.

FIRST The name of the corporation is Omni Direct Inc.

SECOND The corporation shall commence its existence immediately upon the filing of the Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

THIRD The purpose of the corporation is to engage in any activity or business permitted in the State of Florida.

FOURTH The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
10,000	\$.01	Common

All of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash; at a just valuation to be fixed by the Board of Directors of this corporation.

FIFTH The corporation shall have the power by majority vote of the shareholders to deny to both the stock of the company, whether common or preferred, any preemptive rights to purchase or subscribe to any new issues of any type of this corporation.

SIXTH The corporation shall have the power to enact appropriate provisions in its by-laws setting forth the qualifications, number, classifications and terms of office of the Directors; provided, however, that the corporation shall have at least one director.

SEVENTH The private property of the stockholders shall not be subject to payment of the corporate debts in any extent.

EIGHTH The address of the initial registered office of the corporation is 7000 NW 46th Street, Miami, FL 33166 and the name of its initial registered agent at such address is

Michael K. Ryan.

NINTH The address of the principal place of business is
7000 NW 46th Street, FL 33166.

TENTH The number of directors constituting the initial
board of directors of the corporation are two, and the names
and address of the persons who are to serve as directors
until the first annual meeting of shareholders or until
their successors are elected and shall qualify are:

Name	Address
Frank J. Bianco	11340 NW 23 Street, Pembroke Pines, FL 33026
Alex Agurcia	7331 SW 116 Street, Miami, FL 33156

ELEVENTH The name and address of incorporator is Michael K.
Ryan, 7000 NW 46th Street, Miami, FL 33166

IN WITNESS THEREOF, I, the undersigned, being the
incorporator hereinbefore named, for the purpose of forming
a corporation to do business both within and without the
State of Florida, make and file these Articles of
Incorporation, hereby declaring and certifying that the
facts herein are true, and hereunto set my hand this 25th day
of April, 1996.


Michael K. Ryan

Date April 25th, 1996

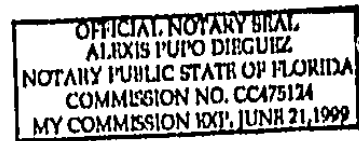
State of Florida

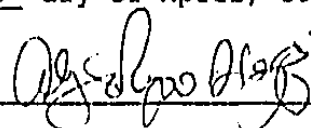
County of Dade

BEFORE ME, the undersigned authority, personally appeared
Michael K. Ryan, to me personally known to be the person
described in and who subscribed the foregoing Certificate of
Incorporation; and he acknowledged the execution thereof
freely and voluntarily for the uses and purposes therein
expressed.

WITNESS my hand and official seal in Miami, Dade County,

Florida , this 25th day of April, 1996.




Print Name: ALEXIS PUPO DIEGUEZ
NOTARY PUBLIC, STATE OF FLORIDA

My commission expires: JUNE 21, 1999

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above corporation, at place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.


Michael K. Ryan, Registered Agent

FILED
96 APR 29 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA