

STEVEN J. ASARCH, P.A.

Law Offices

Steven J. Asarch, J.D., LL.M.
Member NY and FL Bars

Corporate Centre, Suite 200
7777 Glades Road
Boca Raton, FL 33434

561-487-7789
Fax 561-883-2711

Rhonda J. Gilmore
Certified Legal Assistant

197000041256

May 1, 1997

VIA FEDERAL EXPRESS

Secretary of State
New Filing Section
Division of Corporations
409 East Gains Street
Tallahassee, FL 32399

100002164161--7
-05/02/97--01119--008
****122.50 ****122.50

RE: A & M HOLDING CO., INC.

Dear Sir/Madam:

Enclosed herewith please find the original and one copy of the Articles of Incorporation filed on behalf of our client **A & M HOLDING CO., INC.** along with a check in the sum of \$122.50 covering the following fees:

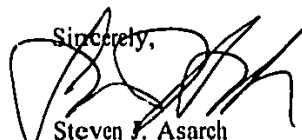
Filing Articles of Incorporation	\$ 35.00
Certified copy of Articles	\$ 52.50
Designation of Registered Agent	<u>\$ 35.00</u>
TOTAL FEES	\$122.50

FILED
97 MAY -8 AM 8:47
TALLAHASSEE, FLORIDA

Please file the Articles of Incorporation and forward to me a Certificate of Incorporation and certified copy of the Articles as soon as possible. A prepaid Federal Express envelope is enclosed for the purpose of expediting the return of these documents.

Thank you for your attention to this matter. If you have any questions regarding the above, please feel free to call.

Sincerely,


Steven J. Asarch
Attorney at Law

MAY 8

SJA\vrg
Enclosures
cc: Michael Talkow (w/out Enclosures)

MAY 8 BSB

W97-10353

502



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 6, 1997

STEVEN J. ASARCH, P.A.
7777 GLADES ROAD
SUITE 200 CORPORATE CENTRE
BOCA RATON, FL 33434

SUBJECT: A & M HOLDING CO., INC.
Ref. Number: W97000010355

We have received your document for A & M HOLDING CO., INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 797A00023730

STEVEN J. ASARCH, P.A.

Law Offices

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Corporate Centre, Suite 200
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Rhonda V. Gilmore
Certified Legal Assistant

May 7, 1997

VIA FEDERAL EXPRESS

Secretary of State
New Filing Section
Division of Corporations
409 East Gains Street
Tallahassee, FL 32399

Attention: Brenda Baker, Corporate Specialist

**RE: Substitution of A & M HOLDING CO., INC.
to A & M DIRECT, INC.
Ref. Number: W9700010355
Letter Number: 797A00023730**

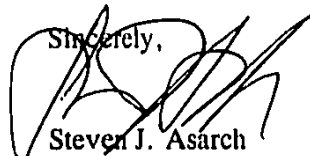
Dear Ms. Baker:

In response to your letter dated May 6, 1997 (copy enclosed), the new name selected for substitution of A & M Holding Co., Inc. is **A & M DIRECT, INC.** Please find enclosed the new original and one copy of the Articles of Incorporation to be resubmitted and filed on behalf of our client **A & M DIRECT, INC.** Our firm's check in the sum of \$122.50 to cover the filing fees was forwarded to you by earlier correspondence.

Please file the Articles of Incorporation and forward to me a Certificate of Incorporation and certified copy of the Articles as soon as possible. A second prepaid Federal Express Airbill is enclosed for the purpose of expediting the return of these documents.

Thank you for your attention to this matter. If you have any questions regarding the above, please feel free to call.

Sincerely,



Steven J. Asarch
Attorney at Law

SJA:st

Enclosures

cc: Michael Talkow (w/out Enclosures)

Talkow\StateFL.ltr

ARTICLES OF INCORPORATION
OF
A & M DIRECT, INC.

FILED
97 MAY -8 AM 8:47
TALLAHASSEE, FLORIDA

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:

A & M DIRECT, INC.

ARTICLE II
PRINCIPAL OFFICE

The mailing address of the initial principal office of this corporation is in care of Steven J. Asarch, P.A., Corporate Centre, Suite 200, 7777 Glades Road, Boca Raton, Florida 33434. The Board of Directors may, from time to time, change the street and post office address of the principal office of the corporation.

ARTICLE III
PURPOSE

To engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of common stock.
The common stock of the corporation shall have the following characteristics:

- (a) Par value shall be \$0.001 per share;
- (b) At all meetings of the stockholders, the common stockholders shall be entitled to

cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify him from voting thereon;

- (c) Except as otherwise provided by law, the entire voting power for the election of the directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

ARTICLE V **TERM OF EXISTENCE**

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE VI **INITIAL REGISTERED AGENT AND ADDRESS**

The name of the initial registered agent of this corporation is STEVEN J. ASARCH. The street address of the initial registered agent of this corporation is 7777 Glades Road, Suite 200, Boca Raton, FL 33434.

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 in accordance with the By-Laws but shall never be fewer than one (1). The name and address of the initial directors of this corporation are:

MICHAEL S. TALKOW
14 MULLARKEY DRIVE
WEST ORANGE, NEW JERSEY 07052

AMY G. TALKOW
14 MULLARKEY DRIVE
WEST ORANGE, NEW JERSEY 07052

ARTICLE VIII
PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE IX
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law. The approval of all shareholders shall be required for any amendment or repeal.

ARTICLE X
INCORPORATOR

The name and street address of the person signing these Articles is STEVEN J. ASARCH, 7777 Glades Road, Suite 200, Boca Raton, FL 33434, whose Florida Bar Number is 223522.

The undersigned has executed these Articles of Incorporation this 7th day of May, 1997.

A handwritten signature in black ink, appearing to read 'S. Asarch', is written over a horizontal line.

STEVEN J. ASARCH, INCORPORATOR

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

A & M DIRECT, INC.

2. The name and address of the registered agent and office is:

**STEVEN J. ASARCH
7777 Glades Road
Suite 200
Boca Raton, FL 33434**



STEVEN J. ASARCH, INCORPORATOR

FILED
97 MAY -8 AM 8:47
TALLAHASSEE, FLORIDA

DATED: May 7, 1997

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.



STEVEN J. ASARCH,
REGISTERED AGENT

DATED: May 7, 1997