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.PAT GUERNSEY, CPA

*PAT GUERNSEY ACCOUNTING SERVICES, INC.
Member American Society of Accountants*

**P. O. BOX 195549
WINTER SPRINGS, FL 32719-5549
PHONE (407) 365-2936
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Tusawilla Office Location:
610 Court L Casa Park Villas
(Off Trotwood Blvd.)**

January 13, 1997

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

Dear Sir/Madam:

Enclosed for filing are two executed copies of the Articles of Incorporation and the registered agent's written acceptance of appointment for:

BRIAN MICHAELS MARKETING, INC.

Please forward all appropriate documents showing your filing date to the address above.
A check in the amount of \$122.50 for the filing fee and a corporate certificate is enclosed.

Sincerely,



Pat Guernsey
Certified Public Accountant

98 JAN 15 AM 8:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

98-1-14-9

ARTICLES OF INCORPORATION
OF
BRIAN MICHAELS MARKETING, INC.

FILED
98 JAN 15 AM 8:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I: NAME

The name of this Corporation shall be:

BRIAN MICHAELS MARKETING, INC.

The principal place of business of this corporation shall be:

**13815 FAIRWAY ISLAND DRIVE, APT. #1336
ORLANDO, FL 32837**

ARTICLE II: DURATION

The corporation shall exist perpetually.

ARTICLE III: NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV: AUTHORIZED SHARES

The corporation shall be authorized to create and issue 100 shares of Common Stock having a par value of One Dollar (\$1.00) per share. The whole or any part of the

authorized shares of the corporation may be issued for a consideration payable in cash or other property, tangible or intangible or in labor or services actually performed for the Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

ARTICLE V: ADDRESS

The street address and mailing address of the initial registered office of this Corporation shall be:

**13815 FAIRWAY ISLAND DRIVE, APT. # 1336
ORLANDO, FL 32837**

The name of the initial registered agent of this Corporation at that address shall be:

BRIAN MICHAELS

ARTICLE VI: BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of and the business and affairs of the Corporation shall be managed under the direction of a Board of Directors, which shall have one (1) director initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the By-Laws of the Corporation.

ARTICLE VII: INITIAL BOARD OF DIRECTORS

The corporation shall have one director, initially. The name and street address of the initial member of the Board of Directors is:

**BRIAN MICHAELS
13815 FAIRWAY ISLAND DRIVE, APT. # 1336
ORLANDO, FL 32837**

ARTICLE VIII: INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation is as follows: ---

**BRIAN MICHAELS
13815 FAIRWAY ISLAND DRIVE, APT. # 1336
ORLANDO, FL 32837**

ARTICLE IX: SPECIAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and for creating, defining, limiting and regulating the powers of the Corporation, its shareholders and directors, are hereby adopted as part of these Articles of Incorporation.

1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.

2. The Board of Directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable conditions by way of security upon the issue of new certificates therefor.

3. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation for all directors for services the Corporation as directors, officers or otherwise.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at **ORLANDO**, Florida, for the uses and purposes aforesaid, this 13 day of JAN, 1998.


BRIAN MICHAELS
Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

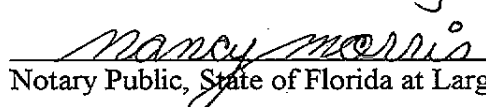
Before me personally appeared **BRIAN MICHAELS** ^{FLDL} to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that he made and executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at

ORLANDO, Florida, this 13 day of JANUARY, 1998.



NANCY MORRIS
My Commission CC379582
Expires Jun. 06, 1998
Bonded by HAI
800-422-1555


Notary Public, State of Florida at Large


My Commission Expires: 6/6/98

DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT

BRIAN MICHAELS MARKETING, INC.

Pursuant to Section 48.091 and Chapter 607, of the Florida Statutes,
BRIAN MICHAELS MARKETING, INC., having filed its Articles of incorporation
contemporaneously herewith, with its registered office as indicated therein at
ORLANDO, Florida, has named **BRIAN MICHAELS** located thereat as its
registered agent to accept service of process with this state.

DATED: 1-13-98

By: 
BRIAN MICHAELS
Incorporator

Having been named as registered agent to accept service of process for the above-stated
corporation, at the location designated herein, I hereby accept to act in this capacity,
and agree to comply with the laws of the Florida applicable thereto.

DATED: 1-13-98

By: 
BRIAN MICHAELS
Registered Agent

FILED
98 JAN 15 AM 8:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA