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TO: DIVISION OF CORPORATIONS

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FROM: FILINGS, INC.

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NAME: MEMBERS LINK, INC. AUDIT NUMBER.....H98000003896 DOC
TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..0
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ARTICLES OF INCORPORATION
OF
MEMBERS LINK, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Article of Incorporation:

Article 1. Name and Address. The name of the Corporation is: Members Link, Inc. The principal office, if known, or the mailing address of the Corporation is: 10301 West Sample Road, Coral Springs, FL 33065.

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

C. To invest in and manage various business enterprises.

Article 4. Shares. The aggregate number of shares which the Corporation is authorized to issue is 1,001 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 par value per share.

Article 5. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 5355 Town Center Road, Suite 1102, Boca Raton, FL 33486, and the name of its initial Registered Agent at that address is Kenneth S. Pollock, Esquire, Alan C. Kauffman & Associates, P.A.

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is seven. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

Prepared by: Kenneth S. Pollock, Esq. (Bar #0069558),
Alan C. Kauffman & Associates, P.A., The Plaza, Suite 1102,
5355 Town Center Road, Boca Raton, FL 33486 (561)394-7600

Evelyn L. Torres	11440 N.W. 38th Place Sunrise, FL 33323
Augustino Vultaggio	1501 N.W. 2nd Ave. Boca Raton, FL 33432
Mazen Salah	4721 N.W. 28th Ave. Boca Raton, FL 33434
Jim McGrath	6511 Holatee Terrace Ft. Lauderdale, FL 33330
Guentar Kirschstein	228 N.E. 26th St. Boca Raton, FL 33431
Daniel Robles	18119 N.W. 66th Ct. Miami, FL 33015
Zinora Mohamed	6511 Holatee Terrace Ft. Lauderdale, FL 33330

Article 7. Incorporators. The name and address of the Incorporator is as follows:

Kenneth S. Pollock	5355 Town Center Rd., Suite 1102 Boca Raton, FL 33486
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Article 8. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 9. Pre-Emptive Rights. Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

The undersigned incorporator has executed these Articles of Incorporation this 26th day of February, 1998.


Kenneth S. Pollock

#9800003896

**CERTIFICATE OF DESIGNATION OF
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: MEMBERS LINK, INC.
2. The name and address of the registered agent and office is:

Kenneth S. Pollock, Esquire
5355 Town Center Rd., Suite 1102
Boca Raton, FL 33486

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.

Dated: 2/26/98 BY: Kenneth S. Pollock
KENNETH S. POLLOCK

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