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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)487-6013

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: MANUFACTURERS DIRECT SALES AND MARKETING, IN

AUDIT NUMBER.....H98000019648

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

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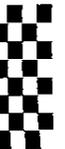
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF INCORPORATION
OF
MANUFACTURERS DIRECT SALES AND MARKETING, INC.**

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TALLAHASSEE, FLORIDA

THE UNDERSIGNED subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby associates together to form a corporation for profit under the laws of the State of Florida; and further does agree to the following conditions of said corporation:

ARTICLE I: NAME

The name of the corporation is: MANUFACTURERS DIRECT SALES AND MARKETING, INC.

ARTICLE II: PLACE OF BUSINESS

The principal place of business of the corporation is: C/O MARTIN G. BROOKS, P.A., 450 N. Park Road, #400, Hollywood, FL 33021.

ARTICLE III: NATURE OF BUSINESS

This corporation is organized for the following purpose or purposes; to engage in any and all business ventures and transactions allowable under any and all applicable state and federal laws and all things related thereto and for the purpose of transacting any and all lawful business.

ARTICLE IV: CAPITAL STOCK

This corporation is authorized to issue a maximum of 1,000 shares of stock. The shares of stock authorized shall be common stock, having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE V:

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The corporation's initial Registered Agent and Registered office in the State of Florida shall be: MARTIN G. BROOKS, C/O MARTIN G. BROOKS, P.A., 450 N. Park Road, #400, Hollywood, FL 33021.

THIS INSTRUMENT PREPARED BY;

MARTIN G. BROOKS, P.A.
UNION PLANTERS BANK BUILDING
450 NORTH PARK ROAD, SUITE 400
HOLLYWOOD, FLORIDA 33021

(954) 987-0060

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ARTICLE VI: INITIAL BOARD OF DIRECTORS

The number of Directors may be altered from time to time by the By-Laws adopted by the Stockholders. However, the corporation shall have no less than one (1) director at any time. The name and post office address of each member of the first Board of Directors are:

NAME	ADDRESS
<u>MARTIN G. BROOKS</u>	<u>450 N. Park Road, #400</u> <u>Hollywood, FL 33021</u>

The members of the first Board of Directors shall hold office until the first annual meeting of the stockholders of the corporation.

ARTICLE VII: INCORPORATOR(S)

The name and post office address of each Incorporator execute these Articles of Incorporation are as follows:

NAME	ADDRESS
<u>MARTIN G. BROOKS</u>	<u>450 N. Park Road, #400</u> <u>Hollywood, FL 33021</u>

ARTICLE VIII: AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholder(s) is subject to this reservation.

ARTICLE IX: COMMENCEMENT DATE

Corporate existence will commence on date Articles of Incorporation are filed with the Secretary of State, the State of Florida.

THE UNDERSIGNED Incorporator(s) for the purpose of forming a corporation to do business with the State of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein contained are stated true.

MARTIN G. BROOKS

THIS INSTRUMENT PREPARED BY;

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MARTIN G. BROOKS, P.A.
UNION PLANTERS BANK BUILDING
450 NORTH PARK ROAD, SUITE 400
HOLLYWOOD, FLORIDA 33021

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CERTIFICATE DESIGNATING REGISTERED AGENT
FOR SERVICE OF PROCESS

Pursuant to Chapter 48.091, Florida Statutes, the undersigned hereby designates MARTIN G. BROOKS, whose address is c/o MARTIN G. BROOKS, P.A., 450 N. Park Road, Suite #400, Hollywood, FL. 33021, as its Registered Agent to accept service of process with the State of Florida.

MARTIN G. BROOKS

ACCEPTANCE

THE UNDERSIGNED hereby accepts the foregoing designation as Registered Agent for service of process with the State of Florida, and agrees to comply with the provisions of the law applicable to said designation.

MARTIN G. BROOKS

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