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JOEL L. GOLDMAN  
BOARD CERTIFIED MARITAL AND FAMILY LAWYER  
CERTIFIED FELLOW AMERICAN ACADEMY  
OF MATRIMONIAL LAWYERS

LAW OFFICES  
**GOLDMAN & PRESSER**

4417 BEACH BOULEVARD  
SUITE 310 BROWARD BUILDING  
JACKSONVILLE, FLORIDA 32207-9410

TELEPHONE (904) 399-0302  
FACSIMILE (904) 399-0598

EDWIN PRESSER  
CORPORATION AND BUSINESS LAW  
WILLS, ESTATES AND ESTATE PLANNING  
REAL PROPERTY LAW

April 21, 1999

Secretary of State  
Corporate Records Bureau  
Post Office Box 6327  
Tallahassee, FL 32314

Re: Y2K Specialties, Inc.

Ladies/Gentlemen:

700002849567--2  
-04/23/99--01077--015  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Enclosed herewith please find the Articles of Incorporation for the above referenced corporation, together with a Certificate of Designation of Resident Agent and Acceptance.

Also enclosed is a check in the amount of \$70.00, which includes the filing fee of \$35.00 and registered agent designation fee of \$35.00. Please file these Articles of Incorporation and Certificate of Designation of Resident Agent immediately and return notice of filing to this office as soon as possible. Please note that corporate existence commences as of the date of the execution of the Articles.

Thank you for your assistance and courtesy herein.

Very truly yours,

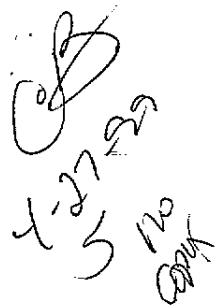
**GOLDMAN & PRESSER**

  
Edwin Presser

EP/lcc

cc: Ms. Elizabeth Wilson

FILED  
99 APR 23 PM 1:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

  
4-27-99  
120  
EPX

**ARTICLES OF INCORPORATION  
OF  
Y2K SPECIALTIES, INC.**

\* \* \* \* \*

The undersigned subscriber, a natural person competent to contract, hereby presents these Articles for the formation of a corporation under the laws of the State of Florida.

**ARTICLE I**  
**CORPORATE NAME**

The name of this corporation is Y2K SPECIALTIES, INC.

**ARTICLE II**  
**CORPORATE EXISTENCE**

The corporate existence of this corporation shall commence on the signing of these Articles of Incorporation and shall exist perpetually thereafter, unless sooner dissolved according to law.

**ARTICLE III**  
**PURPOSE**

The general nature of the business to be transacted by this corporation is to engage in all facets of marketing and sales of advertising and specialty products and for the purpose of transacting any and all other lawful business.

**ARTICLE IV**  
**PRINCIPAL OFFICE**

The address and principal office of this corporation is:

10321 Fortune Parkway, Suite 200  
Jacksonville, Florida 32256

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE V**  
**CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 4,000 shares of capital stock having a nominal or par value of \$1.00 per share.

**ARTICLE VI**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 4417 Beach Boulevard, Suite 310, Jacksonville, Florida 32207, and the name of the initial registered agent of this corporation at that address is Edwin Presser.

**ARTICLE VII**  
**INITIAL BOARD OF DIRECTORS**

This Corporation shall one Director, initially. The number of Directors may be either increased or decreased from to time by the By-Laws but shall never be less than one. The name and address of the initial Director of this Corporation are:

Elizabeth A. Wilson  
10321 Fortune Parkway, Suite 200  
Jacksonville, FL 32256

**ARTICLE VIII**  
**INCORPORATOR**

The name and address of the person signing these Articles is:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Edwin Presser, Attorney at Law	4417 Beach Boulevard, Suite 310 Jacksonville, FL 32207

**ARTICLE IX**  
**AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholder's meeting by a majority of the stock

entitled to vote thereon, unless all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, The undersigned subscriber has executed these Articles of Incorporation this 21<sup>st</sup> day of April, 1999.

A handwritten signature in cursive script, appearing to read "Edwin Presser", is written over a horizontal line.

EDWIN PRESSER


**CERTIFICATE OF DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

\* \* \* \* \*

In pursuance of applicable Florida Statutes, the following is submitted, in compliance with said law:

That Y2K SPECIALTIES, INC., desiring to organize under the laws of the State of Florida, has named Edwin Presser, located at 4417 Beach Boulevard, Suite 310, Jacksonville, Florida 32207, as its agent to accept services of process within this state.

Having been named to accept services of process for the above stated corporation, at the above stated address, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By:   
EDWIN PRESSER  
Registered Agent

**FILED**  
99 APR 23 PM 1:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA