

FILED # 023711-99

SEP 24 1999

ARTICLES OF INCORPORATION

OF

DIRECT RESPONSE MEDIA, INC.

IN THE OFFICE OF
De. Val
CLERK OF THE SECRETARY OF STATE

I, the person hereinafter named as incorporator, for the purpose of associating to establish a corporation, under the provisions and subject to the requirements of Title 7, Chapter 78 of Nevada Revised Statutes, and the acts amendatory thereof, and hereinafter sometimes referred to as the General Corporation Law of the State of Nevada, do hereby adopt and make the following Articles of Incorporation:

FIRST: The name of the corporation (hereinafter called the corporation) is
DIRECT RESPONSE MEDIA, INC.

SECOND: The name of the corporation's resident agent in the State of Nevada is CSC Services of Nevada, Inc., and the street address of the said resident agent where process may be served on the corporation is 502 East John Street, Carson City 89706. The mailing address and the street address of the said resident agent are identical.

THIRD: The number of shares the corporation is authorized to issue is 25,000,000, all of which are of a par value of .001 dollars each. All of said shares are of one class and are designated as Common Stock.

FOURTH: The governing board of the corporation shall be styled as a "Board of Directors", and any member of said Board shall be styled as a "Director."

The number of members constituting the first Board of Directors of the corporation is 2; and the name and the post office box or street address, either residence or business, of each of said members are as follows:

NAME
Daniel Barkhordar
~~First Name~~

ADDRESS
280 S. Beverly Dr. LA CA.
Suite 211
Beverly Hills, CA 90012

PLEASE CHANGE
4829 West Pico Blvd
90019

The number of directors of the corporation may be increased or decreased in the manner provided in the Bylaws of the corporation; provided, that the number of directors shall never be less than one. In the interim between elections of directors by stockholders entitled to vote, all vacancies, including vacancies caused by an increase in the number of directors and including vacancies resulting from the removal of directors by the stockholders entitled to vote which are not filled by said stockholders, may be filled by the remaining directors, though less than a quorum.

FIFTH: The name and the post office box or street address, either residence or business, of the incorporator signing these Articles of Incorporation are as follows:

NAME
Kathryn A. Messina

ADDRESS
1010 Centre Road
Wilmington, DE 19805

SIXTH: The corporation shall have perpetual existence.

SEVENTH: The personal liability of the directors of the corporation is hereby eliminated to the fullest extent permitted by the General Corporation Law of the State of Nevada, as the same may be amended and supplemented.

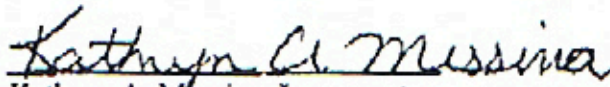
EIGHTH: The corporation shall, to the fullest extent permitted by the General Corporation Law of the State of Nevada, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said Law from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said Law, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

NINTH: The nature of the business of the corporation and the objects or the purposes to be transacted, promoted, or carried on by it are as follows:

To engage in any lawful activity.

TENTH: The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, I do hereby execute these Articles of Incorporation on
September 24, 1999


Kathryn A. Messina, Incorporator

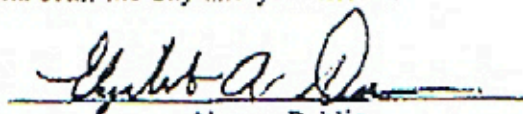
STATE OF Delaware)

SS.:

COUNTY OF New Castle)

On this Sept. 24, 19 , personally appeared before me, a Notary Public in and for the State and County aforesaid, Kathryn A. Messina, known to me to be the person described in and who executed the foregoing Articles of Incorporation, and who acknowledged to me that he executed the same freely and voluntarily and for the uses and purposes therein mentioned.

WITNESS my hand and official seal, the day and year first above written.



Notary Public

Elizabeth A. Dawson

My Commission Expires May 17, 2001

(Notarial Seal)