

1204 HAYS STREET
TALLAHASSEE, FL 32304

800-342-8086

A9500002000

CSC networks
PRESTICE HALL
LEGAL & FINANCIAL SERVICES

DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 778951 92967A

AUTHORIZATION :

Patricia Pyzdek

COST LIMIT : \$ 1,785.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95DEC 21 PM 2:14

ORDER DATE : December 21, 1995

ORDER TIME : 11:00 AM

ORDER NO. : 778951

CUSTOMER NO: 92967A

600001668046

CUSTOMER: Ms. Jeannette Ferguson
LEVENFELD, EISENBERG, JANGER,
GLASSBERG & HALPER
33 West Monroe Street
21st Floor
Chicago, IL 606035448

DOMESTIC FILING

NAME: DIRECT RESPONSE (U.S.), LTD.

ARTICLES OF INCORPORATION
XXX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS: _____

12/21/95
hjk

FILED STATE
SECRETARY OF CORPORATIONS
JAN 2 1934
DIVISION OF CORPORATIONS
95
3346

7. The latest date upon which the Limited Partnership is to be dissolved is: 12/31/2036

Street address:

1801 S. Federal Highway, #235

Delray Beach, FL 33483

Signed this 10th day of December, 1995

VP Ventures, Inc.

General Partner

Green Paper

General Partner

General Partner

General Partner

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned constituting all of the general partners of Direct Response
(U.S.), Ltd.
a Florida Limited Partnership, certify:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 21 PM 2:16

The amount of capital contributions to date of the limited partners is \$ 0

The total amount contributed and anticipated to be contributed by the limited partners at this time
totals \$ 5,000,000.00

Signed this 16th day of December 20, 19 95

FURTHER AFFIANT SAYETH NOT.

*Under the penalties of perjury I (we) declare that I (we) have read the foregoing and know the
contents thereof and that the facts stated herein are true and correct.*

VP Ventures, Inc., a Florida Corporation

By: Joseph Randazza, President

General Partner

General Partner

General Partner

General Partner

General Partner

General Partner

FILE ON OR BEFORE DECEMBER 31, 1995 OR PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND SINE FIDELITY FEE

LIMITED PARTNERSHIP
A95000002000
FLORIDA DEPARTMENT OF STATE

FILED

95 DEC 29 PM 3:12

SECRETARY OF STATE
TALLAHASSEE FLORIDA

DO NOT WRITE IN THIS SPACE

1. Name of Limited Partnership

DIRECT RESPONSE MARKETING
U.S., LTD.

1a. DOCUMENT #

A95000002000

Mailing Address

1801 S FEDERAL HWY 300
DELRAY BEACH FL 33483

Principal Office Address

1801 S FEDERAL HWY 300
DELRAY BEACH FL 33483

2. New Mailing Address, if Applicable

Suite, Apt. #, etc.

City, State & Zip

2a. New Principal Office Address, if Applicable

Suite, Apt. #, etc.

City, State & Zip

3. Date Filled or Registered to Do Business in
FLORIDA
12-22-95

3a. Date of Last Report

N/A

4. State or Country of Formation

FL

5a. Capital Contributions as Shown
on Record
5,000,000

5b. Amount of Capital Contributions in
FLORIDA, to date
5,000,000

6. FEE Number

APPLIED FOR

X

Applied For

Not Applicable

7. CERTIFICATE OF STATUS REQUIRED ☐

8. FEES: 1) Filing Fee: Computed at a rate of \$7 per \$1,000 on amount entered in 5b or 5a if 5b blank, with a minimum filing fee of \$52.50 and a maximum of \$437.50
2) Supplemental Fee: \$138.75 (pursuant to section 607.193, F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN \$191.25 (\$52.50 + \$138.75) AND NO MORE THAN \$576.25 (\$437.50 + \$138.75)
Note: If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee
MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE

9. Name and Address of Current Registered Agent

HARRY DAVIS
CSC
TALLAHASSEE, FL

10. If changed, new Registered Agent/Office

Name: VP VENTURES INC. ATTN: JOE RANDAZZA, PRES.

Street Address (P.O. Box Not to be Accepted)

1801 S FEDERAL HWY SUITE 235

Suite, Apt. #, etc. SUITE 235

City DELRAY BEACH

FL 33483

10a. Pursuant to the provisions of sections 620.1051 and 620.192, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent. I am familiar with and accept the obligations of section 620.192, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment)

DATE 12/22/95

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY
MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.

11. Name(s) of General Partner(s)

VP VENTURES, INC.

11a. Address of Each General Partner
(Do NOT Use Post Office Box Numbers)

1801 S FEDERAL HWY
SUITE 235

11b. City, State & Zip Code

DELRAY BEACH FL 33483

11c. Registration/
Document Number

A95000087083

PR - \$437.500001683996
SF - \$138.75000001050-015
*****576.25 *****576.25

1-8-96a

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability, or non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee, empowered to execute this report as required by Chapter 620, Florida Statutes.

SIGNATURE

DATE 12/20/95

Typed or Printed Name of General Partner Signing Form

Telephone Number

CR2E003 (6/95)

A95000000000
DIRECT RESPONSE MARKETING U.S., LTD.

Albert J. Angel, General Counsel

1801 South Federal Highway, Suite 235
Delray Beach, Florida 33483
Phone: 407-272-5667 • Fax: 407-272-2245

December 28, 1996

Florida Department of State
Secretary of State
Division of Corporations
Partnership Amendments Branch
Tallahassee, Florida 32314

(Via Federal Express)

Dear Secretary:

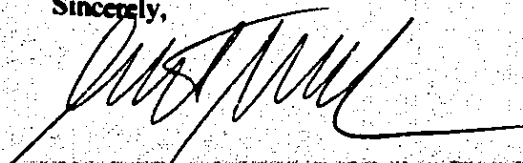
A95000002000

Enclosed please find a Certificate of Amendment to the Certificate of Limited Partnership of Direct Response (U.S.), Ltd. along with a check in the amount of \$52.50 to cover filing fees. The Certificate of Amendment changes the name of the Limited Partnership to Direct Response Marketing U.S., Ltd.

Enclosed please also find the Annual Report for the above-referenced limited partnership along with a check in the amount of \$576.25.

You will find stamp-in copies of each filing. Kindly stamp-in and return to us in the enclosed envelope.

Sincerely,



FF- \$52.50

Enclosures

1-8-96 a.)

500001684525
-01/10/96--01079--023
*****\$2.50 *****\$2.50

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
DIRECT RESPONSE (U.S.), LTD.**

FILED
95 DEC 29 PM 3:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**To the Secretary of State
State of Florida**

The undersigned general partner of Direct Response (U.S.), Ltd., a limited partnership formed under the laws of the State of Florida (the "limited partnership") does hereby certify that:

1. The name of the limited partnership is Direct Response Marketing U.S., Ltd.
2. The date of filing of the certificate of limited partnership of the limited partnership is December 21, 1995.
3. The amendment to the certificate of limited partnership effected by the certificate of amendment is: the name of the limited partnership shall be Direct Response Marketing U.S., Ltd.

Signed on December 27, 1995

V.P. VENTURES, INC.

By:


Joseph Randazzo, President

General Partner of the partnership
hereinafter named