

F98000001740

LAW OFFICES

NELSON MULLINS RILEY & SCARBOROUGH, L.L.P.

A REGISTERED LIMITED LIABILITY PARTNERSHIP

SHERRY D. HALL
PARALEGAL
(404) 817-6272
INTERNET ADDRESS: SDH@NMRS.COM

999 PEACHTREE STREET, N.E.
FIRST UNION PLAZA
SUITE 1400
ATLANTA, GEORGIA 30309
TELEPHONE (404) 817-6000
FACSIMILE (404) 817-6050
WWW.NMRS.COM

OTHER OFFICES:
CHARLESTON, SOUTH CAROLINA
CHARLOTTE, NORTH CAROLINA
COLUMBIA, SOUTH CAROLINA
GREENVILLE, SOUTH CAROLINA
MYRTLE BEACH, SOUTH CAROLINA

March 23, 1998

VIA U.S.MAIL

Florida Department of State
Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

500002469475--9
-03/26/98--01081--001
*****70.00 *****70.00

Re: Genesis Direct, Inc. Foreign Qualification

Ladies and Gentlemen:

Enclosed please find 1) Application by Foreign Corporation for Authorization to Transact Business in Florida 2) Certificate of Existence from the State of Georgia and 3) a check in the amount of \$70.00 to cover the cost of registering the above referenced foreign corporation to transact business in Florida.

Please return evidence of qualification and all other correspondence regarding this matter to me at the above address.

Thank you for your cooperation. If you should have any questions or concerns, please do not hesitate to call me at (404) 817-6272.

Very truly yours,

Sherry D. Hall

Sherry D. Hall
Paralegal

Enclosure

cc: Julianne P. Sheffer, Esq.

12/3/97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 26 AM 9:06

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Genesis Direct, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Georgia 3. Applied For
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. December 11, 1997 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. March 10, 1998
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 391 Roberts Road, Suite 1
Oldsmar, FL 34677-4918
(Current mailing address)

8. Direct Mail Production and any other lawful act
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

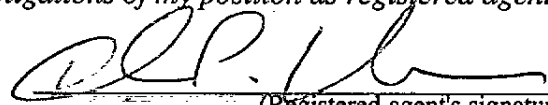
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box acceptable)

Name: Thomas P. McNamara

Office Address: 2909 Bay to Bay Blvd., Suite 309
Tampa, Florida, 33629
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 26 AM 9:05

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

See Attached

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: _____

Address: _____

Vice President: _____

Address: _____

See Attached

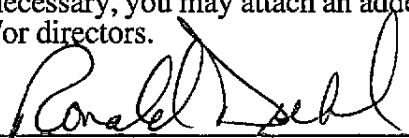
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. **RONALD DIEHL PRESIDENT**
(Typed or printed name and capacity of person signing application)

GENESIS DIRECT, INC.

Application by Foreign Corporation for Authorization to Transact Business in Florida

Directors

- 1) Director: David Comar
391 Roberts Road
Suite 1
Oldmar, FL 34677-4918
- 2) Director: Ronald L. Diehl
391 Roberts Road
Suite 1
Oldmar, FL 34677-4918
- 3) Director: John P. Kelly
4925 New Providence
Tampa, FL 33629
- 4) Director: Elizabeth K. Ryan
391 Roberts Road
Suite 1
Oldmar, FL 34677-4918

Officers

- 1) President and Treasurer: Ronald L. Diehl
391 Roberts Road
Suite 1
Oldsmar, FL 34677-4918
- 2) Vice President, Sales: David Comar
391 Roberts Road
Suite 1
Oldsmar, FL 34677-4918
- 3) Vice President, Marketing
and Secretary: Elizabeth K. Ryan
391 Roberts Road
Suite 1
Oldsmar, FL 34677-4918

Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 980751548
CONTROL NUMBER : 9742990
DATE INC/AUTH/FILED: 12/11/1997
JURISDICTION : GEORGIA
PRINT DATE : 03/16/1998
FORM NUMBER : 211

NELSON, MULLINS, RILEY & SCARBOROUGH
SHERRY D. HALL
999 PEACHTREE ST., STE. 1400
ATLANTA, GA 30309

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 26 AM 9:06

CERTIFICATE OF EXISTENCE

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

GENESIS DIRECT, INC.
A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



Lewis A. Massey

Lewis A. Massey