

LAW OFFICES
FIELDSTONE LESTER & SHEAR

FIRST UNION FINANCIAL CENTER
SUITE 2100
200 SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131

RONALD R. FIELDSTONE PA*
PAUL A. LESTER PA*
DAVID SHEAR

TELEPHONE (305) 982-1555
FACSIMILE (305) 982-1550

OF COUNSEL
PETER N. WEINER
THOMAS J. KORGE PA

*OF COUNSEL TO
HANZMAN, IDELBERG
HERTZBERG & KIN

P95000048178

Secretary of State
Filing Secretary
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

700001516577
-06/19/95--01043--015
***122.50 ***122.50

RE: MarketDirect Systems, Inc.

Dear Secretary:

Enclosed for filing please find the original and one copy of the Articles of Incorporation for the above named company. Please return a filed copy to the undersigned in the enclosed self addressed stamped envelope. I have also enclosed a check in the amount of \$122.50 which should cover all filing fees.


If there are any questions or comments, please do not hesitate to contact the undersigned.

Sincerely,
Signed for Mr. Fieldstone in his
Absence to expedite delivery.
Ronald R. Fieldstone



Encl.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MARKETDIRECT SYSTEMS, INC.

ARTICLE I - NAME

The name of this corporation is MARKETDIRECT SYSTEMS, INC.

ARTICLE II - PURPOSE

The corporation shall be authorized to transact all legal business of any nature.

ARTICLE III - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stock
1,000	\$1.00	COMMON

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED
OFFICE AND AGENT

The street address of the initial principal and mailing office of this corporation is:

12020 NW 40TH Street
Coral Springs, Florida 33065

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

and the name and address of the initial registered agent of this corporation is:

Name	Address
Mitchell Feig	12020 NW 40TH Street Coral Springs, Florida 33065

ARTICLE VI - COMMENCEMENT

This corporation shall commence on the date on which these Articles are filed with the Secretary of State.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Name	Address
Mitchell Feig	12020 NW 40TH Street Coral Springs, Florida 33065
Robert Chaykin	12734 NW 18th Ct Coral Springs, Fl 33071

ARTICLE VIII - INCORPORATOR

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

Name	Address
Mitchell Feig	12020 NW 40TH Street Coral Springs, Florida 33065

ARTICLE IX - BY-LAWS

The power to alter, amend or repeal By-Laws shall be

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE


Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

MarketDirect Systems, Inc.

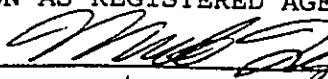
2. The name and address of the registered agent and office is:

Mitchell Feig
12020 NW 40TH Street
Coral Springs, Florida 33065



Title: President
Date: 6/15/95

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Date: 6/15/95

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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NORTMAN, BLOOM & WARFMAN, P.A.

COUNSELLORS AT LAW
1101 BRIFNELL AVENUE
SUITE 1400

MIAMI, FLORIDA 33101

(305) 372-9500

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WILLIAM NORTMAN *
LEONARD H. BLOOM **
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OF COUNSEL
GEORGE VOLSKY
IRWIN M. FROST **
HOWARD B. KRASS ***

October 3, 1995

* ALSO ADMITTED IN NEW YORK
** BOARD CERTIFIED TAX ATTORNEY
*** ALSO ADMITTED IN ILLINOIS

Secretary of State
Division of Corporations
The Capitol
Post Office Box 6327
Tallahassee, Florida 32314

10/9
SECRET
-10/10/95--0104--006
*****87.50 *****87.50

Re: Market Direct Systems, Inc. - Articles of Amendment

Dear Sir/Madam:

Enclosed herewith for filing please find original and copy of Amended and Restated Articles of Incorporation for the above referenced company.

Also enclosed is our check in the amount of \$87.50 representing the filing fees and the cost for a certified copy of the Articles to be forwarded to our offices.

Very truly yours,


LEONARD H. BLOOM

/ssc

Company ✓
Juno

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 24, 1995

LEONARD H. BLOOM
NORTMAN, BLOOM & WARFMAN, P.A.
1101 BRICKELL AVE., SUITE 1400
MIAMI, FL 33131

SUBJECT: MARKETDIRECT SYSTEMS, INC.
Ref. Number: P95000048178

We have received your document for MARKETDIRECT SYSTEMS, INC. and your check(s) totaling \$87 50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt
Corporate Specialist

Letter Number: 995A00047801

NORTMAN, BLOOM & WARFMAN, P.A.

COUNSELLORS AT LAW
1101 BRICHELL AVENUE
SUITE 1400

MIAMI, FLORIDA 33131

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* ALSO ADMITTED IN NEW YORK
** BOARD CERTIFIED TAX ATTORNEY
*** ALSO ADMITTED IN ILLINOIS

FACSIMILE NO
(305) 372-8650

November 14, 1995

Linda Stitt
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Dear Ms. Stitt:

In response to your letter dated October 24, 1995, enclosed for refileing is the corrected Amended and Restated Articles of Incorporation for MarketTech Systems, Inc. The following corrections have been made:

- (1) The punctuation in the prior name of the corporation, MARKETDIRECT SYSTEMS, INC. has been corrected;
- (2) The NINTH Article contains a certification that the Articles can be amended without shareholder approval; and
- (3) The incorporator has signed the Amended and Restated Articles of Incorporation in accordance with Florida Statute 607.1006(2).

Thank you.

Sincerely,

Maureen Scully
Maureen Scully

encl.

AMENDED AND RESTATED
ARTICLES OF INCORPORATION

OF

MARKETDIRECT SYSTEMS, INC.

FILED
2007/22 11 8 15
TALLAHASSEE, FLORIDA

MARKETDIRECT SYSTEMS, INC., hereby amends and restates its Articles of Incorporation as follows:

FIRST: The name of the corporation is MarketTech Systems, Inc., (hereinafter called the "Corporation").

SECOND: The duration of the Corporation shall be perpetual.

THIRD: The purposes for which the Corporation is organized are to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act, as amended.

FOURTH: The Corporation is authorized to issue One Million (1,000,000) Common Shares of \$.0001 par value.

FIFTH: The address of the initial registered office of the Corporation in the State of Florida is 12020 Northwest 40th Street, Coral Springs, Florida 33065 and the name of the initial registered agent of the Corporation in the State of Florida at such address is Mitchell Feig. The business address shall be the same as the registered office.

SIXTH: (a) The number of directors constituting the initial board of directors is one. The name and address of the person who is to serve as the member of the initial board of directors until the first annual meeting of shareholders or until his successor is elected and qualify is:

<u>Name</u>	<u>Address</u>
Mitchell Feig	12020 Northwest 40th Street Coral Springs, Florida 33065

(b) Except for the initial Board of Directors, the number of directors constituting the entire board of directors shall be fixed from time to time by or in the manner provided in the by-laws of the Corporation, but in no event shall be less than one.

SEVENTH: (a) The board of directors of the Corporation is expressly authorized to adopt, amend, or repeal the by-laws of the Corporation by a vote of a majority of the entire Board. The shareholders may adopt additional by-laws and amend or repeal any by-law whether or not adopted by them; provided, however, that any such adoption, amendment, or repeal may be effected only by the affirmative vote of the holders of two-thirds or more of the outstanding shares entitled to vote.

(b) Notwithstanding any other provision of the articles of incorporation or the by-laws of the Corporation (and notwithstanding the fact that some lesser percentage may otherwise

