

995000057249

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8860
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

RE: America Direct, Inc.

95 JUL 24

12:55

NAME _____
 FIRM _____
 ADDRESS _____
 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

DIVISION OF CORPORATIONS

DESCRIPTION	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s) <i>photo</i>		
<input type="checkbox"/> Art. of Amend., File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S -		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s. _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prop.		
<input type="checkbox"/> FAX () _____ pgs.		
SUBTOTALS		

~~400001544134~~
 -07/21/95-01072-012
 *****70.00 *****70.00

400001544134
 -07/21/95-01072-012
 *****70.00 *****70.00

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 95 JUL 25 AM 11:27

W95-14863

AZ 7/24/95

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY <u>NCC</u>	_____	_____	_____

WALK-IN Will Pick Up 7/24 3:30pm

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
	\$ _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection



RECEIVED

95 JUL 25 AM 10:58

FLORIDA DEPARTMENT OF STATE DIVISION OF CORPORATIONS

July 24, 1995

Sandra B. Mortham
Secretary of State

CAPITAL CONNECTION
P.O. BOX 10349
TALLAHASSEE, FL 32302

SUBJECT: AMERICA DIRECT, INC.
Ref. Number: W95000014863

We have received your document for AMERICA DIRECT, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6928.

Agnes Bundick
Corporate Specialist

Letter Number: 695A00035180

ARTICLES OF INCORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL 25 AM 11:27

AAA AMERICA DIRECT, INC.

The undersigned subscribes to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be

AAA AMERICA DIRECT, INC.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. ADDRESS AND REGISTERED AGENT

The street address of the initial registered office, the principle office and mailing address of the corporation shall be:

375 Fentress Boulevard

Daytona Beach, FL 32114

and the name of the initial registered agent of the corporation at that address is:

Paul W. Ward.

ARTICLE V. DIRECTORS

This corporation shall have two directors, initially. The names and street addresses of the initial members of the Board of Directors are:

Michael Y. Hollman	Paul W. Ward
375 Fentress Boulevard	375 Fentress Boulevard
Daytona Beach, FL 32114	Daytona Beach, FL 32114

The registered agent for service of process is:

Paul W. Ward

ARTICLE VI. OFFICERS

The officers of the corporation shall be elected by the shareholders. The following shall serve as President of the corporation under such election:

Michael Y. Hollman, President
Paul W. Ward, Secretary, Treasurer

ARTICLE VII. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is:

Paul W. Ward
375 Fentress Boulevard
Daytona Beach, FL 32114

ARTICLE VIII. 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 pro rata share thereof at the price at which it is offered to others.

ARTICLE IX. SPECIAL PROVISION

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as a Subchapter S corporation.

ARTICLE X. AMENDMENTS

Amendments to these Articles of Incorporation may be made by a majority vote of the Board of Directors. Amendments may be initiated by the Board of Directors only, and shall be published to the Board at least two weeks prior to adoption.

IN WITNESS WHEREOF, the undersigned being the original subscriber to these Articles of Incorporation files these Articles of Incorporation by declaring and certifying that the facts herein stated are true. I hereto set my hand and seal this July 17, A.D. 19 25.

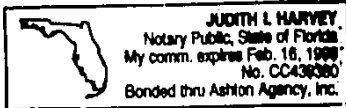
[Handwritten Signature]

STATE OF FLORIDA
COUNTY OF VOLUSIA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 JUL 25 AM 11:27

The foregoing instrument was acknowledged before me this 20th of July,
19 95, by Paul W. Ward who is personally known to me, and
who did take an oath.



Judith L. Harvey
Notary Public, State of Florida

At Large

My Commission expires:

ACCEPTANCE BY RESIDENT AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said offices.

DATED this 17 day of August, 19 95.
Paul W. Ward

Registered Agent