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REGISTRATION SECTION
BRENDA TADLOCK
409 E. GAINES STREET
TALLAHASSEE FL 32399

BILL THIRD PARTY

FEDEX

PRIORITY OVERNIGHT

WED

LETTER

DELIVER BY:

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System # 79640 12DEC2000

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 MAR -8 PM 2:23

BO1000000081

Ed Horowitz
Direct Fulfillment
4 Applegate Dr.
Robbinsville, NJ

08691

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-03/12/01--01001--009

***657.00 ***654.50

Name	Uelt
Availability	Uelt 12/13
Document Examiner	Uelt
Updater	/
Updater Verifier	/
Acknowledgement	/
N. P. Verifier	/

FOR LP Uelt

Uelt 39

BILING 497.00
 NO. COPY(S) + @ Cus 100.50
 AGENT 35.00
 TOTAL 657.00
 BALANCE DUE \$
 REFUND \$ 2.50

op

**APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

1. Direct Fulfillment, LP
(Name of limited partnership as it is in the home state)

2. _____
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida;
must contain the word "LIMITED" or "LTD.")

3. New Jersey 4. 3/17/99
(State of Formation) (Date of Formation)

5. Trish Faller
(Name of Registered Agent for Service of Process)

6. 3149 SW 42nd St.
(Street Address of Registered Office)

Ft. Lauderdale, Florida 33312
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process:
Trish Faller
(Agent must sign on this line)

8. 4 Applegate Drive
Robbinsville, NJ 08691
(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS	STREET ADDRESS
<u>Direct Fulfillment, LLC</u>	<u>4 Applegate Dr. Robbinsville, NJ 08691</u>

10. 4 Applegate Dr. Robbinsville, NJ 08691
(Office where Names, Addresses and Contributions of Limited Partners are kept.)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

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MOI-531

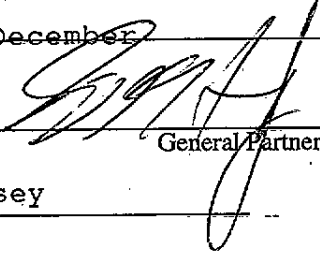
12. 4 Applegate Dr.

Robbinsville, NJ 08691

(Mailing Address of Limited Partnership)

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 3rd day of December, 2000



General Partner

STATE OF New Jersey

Mercer

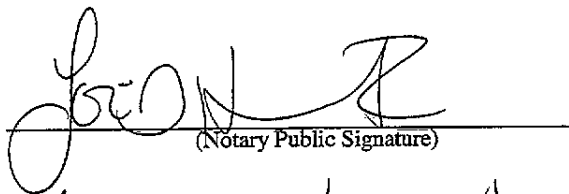
COUNTY OF

On this 3rd day of December, 2000

Edward Horowitz, personally appeared before me,

who is personally known to me

whose identity I proved on the basis of


(Notary Public Signature)

LORI D. HOROWITZ
LORI D. HOROWITZ (Printed Name)

NOTARY PUBLIC OF NEW JERSEY
Commission Expires 8/12/2004

Seal

My Commission Expires:

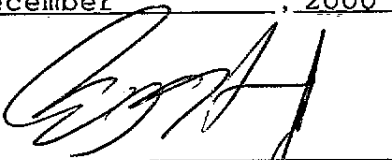
AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Edward Horowitz
a general partner of Direct Fulfillment, LP, a(an) New Jersey
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 1,500,000
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 71,000

Under the penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 3rd day of December, 2000.



General Partner

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DIVISION OF CORPORATIONS
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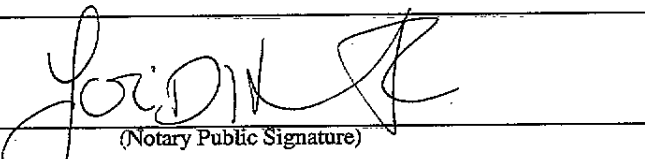
STATE OF New Jersey

COUNTY OF Mercer

On this 3rd day of December, 2000

Edward Horowitz, personally appeared before me,

- who is personally known to me
- whose identity I proved on the basis of _____



(Notary Public Signature)

LORI D Horowitz

(Notary's Printed Name)

LORI D. HOROWITZ
NOTARY PUBLIC OF NEW JERSEY
Commission Expires 6/12/2004

Seal: My Commission Expires: _____