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Florida Department of State  
Division of Corporations  
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Account Number : 075350000132  
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FOREIGN PROFIT QUALIFICATION

Access Direct Telemarketing, Inc.

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 1       |
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H01-64418

**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. Access Direct Telemarketing, 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. Iowa 3. 42-1444963  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 10/02/95 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")  
As of the date of filing of this application with the Secretary of State of the  
6. State of Florida  
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification"  
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 4515 20th Avenue SW, Cedar Rapids, Iowa 52404  
(Principal office address)  
c/o Precision Response Corporation  
8151 Peters Road, Suite 4000, Plantation, Florida 33324  
(Current mailing address)
8. To engage in any lawful act or activity for which a foreign corporation may  
transact business in the State of Florida under the laws of the State of Florida.  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)  
Name: Stephen B. Ferber  
Office Address: 8151 Peters Road, Suite 4000  
Plantation, Florida 33324  
(City) (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.*

Stephen B. Ferber (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.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: David L. Epstein

Address: 8151 Peters Road, Suite 4000, Plantation, Florida 33324

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Richard D. Mondre

Address: 8151 Peters Road, Suite 4000, Plantation, Florida 33324

Director: Wesley T. O'Brien

Address: 8151 Peters Road, Suite 4000, Plantation, Florida 33324

B. OFFICERS

President: Thomas L. Cardella

Address: 4515 20th Avenue SW, Cedar Rapids, Iowa 52404

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

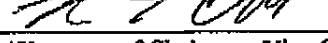
Secretary: Mark J. Drish

Address: 4515 20th Avenue SW, Cedar Rapids, Iowa 52404

Treasurer: Mark J. Drish

Address: 4515 20th Avenue SW, Cedar Rapids, Iowa 52404

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. Thomas L. Cardella, President  
(Typed or printed name and capacity of person signing application)

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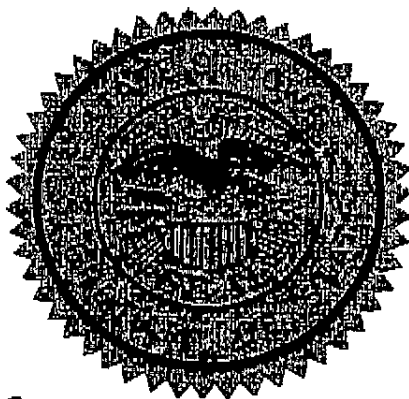
DES MOINES, IA 50312

## CERTIFICATE OF EXISTENCE

Name: ACCESS DIRECT TELEMARKETING, INC.  
Begin date: 19951002  
Expiration: PERPETUAL

I, CHESTER J. CULVER, secretary of state of the state of Iowa, custodian of the records of incorporations, certify that the corporation is in existence and was duly incorporated under the laws of Iowa on the date printed above, that all fees required by the Iowa Business Corporation Act have been paid by the corporation, that the most recent biennial corporate report has been filed by the secretary of state, and that articles of dissolution have not been filed.

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TALLAHASSEE, FLORIDA



*Chit Culver*

CHESTER J. CULVER SECRETARY OF STATE



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