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August 7, 2001.

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*****70.00 *****70.00

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: DIRECT MEDIA SERVICES, INC.

Enclosed herein please find an original and (1) ONE copy of the Application by Foreign Corporation for Authorization to Transact Business in Florida for the above named New Jersey corporation. Enclosed please find a check made payable to Florida Department of State in the amount of \$70.00 for the corporate filing fees. WHEN THE DOCUMENT IS FILED PLEASE RETURN IT TO MY ATTENTION IN THE FED EX ENVELOPE I HAVE ENCLOSED.

Thank you for giving this matter your attention.

Very truly yours,

KEM
Katherine E. Mitchell

encs

FILED
2001 AUG 31 PM 1:04
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

gr

CORPORATION ADOPTING AN ALTERNATE NAME FOR
USE IN THE STATE OF FLORIDA

I, Nina Thorbecke, the undersigned President, do hereby certify that the following is a true, complete and correct copy of a certain resolution of the Board of Directors of DIRECT MEDIA SERVICES, INC., a corporation duly organized and existing under the laws of the state of New Jersey, which resolution was duly adopted at a duly called meeting of the said Board, held on August 1, 2001, a quorum being present, and is set forth in the minutes of the said meeting: and that the said resolution has not been rescinded or modified:

"RESOLVED that DIRECT MEDIA SERVICES, INC. organized and existing in the state of New Jersey, hereby adopts the name DIRECT MEDIA SERVICES OF FT. MYERS, INC., for use in the state of Florida for all purposes: and further resolved that the officers of the corporation are authorized and directed to take all steps they deem necessary and appropriate to qualify the corporation to do business within the state of Florida under the name of DIRECT MEDIA SERVICES OF FT. MYERS, INC. and resolved further that all activities and business of the corporation within the State of Florida shall be carried out under the name of DIRECT MEDIA SERVICES OF FT. MYERS, INC.

IN WITNESS WHEREOF, I have hereunto subscribed my name on this the 1st day of August 2001.

Dated: _____

Nina Thorbecke
NINA THORBECKE
President

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2001 AUG 31 PM 1:04
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 9, 2001

KATHERINE E. MITCHELL
GERALD WEINBERG, P.C.
90 STATE ST
ALBANY, NY 12207

SUBJECT: DIRECT MEDIA SERVICES, INC.
Ref. Number: W01000018473

We have received your document for DIRECT MEDIA SERVICES, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return 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 (850) 245-6043.

Shawn Logan
Document Specialist

Letter Number: 501A00045896

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2001 AUG 31 PM 1:04
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 24, 2001

KATHERINE E. MITCHELL
GERALD WEINBERG, P.C.
90 STATE ST
ALBANY, NY 12207

We have received your document for DIRECT MEDIA SERVICES, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

Simply adding of Florida does not make a difference in the name. You must adopt an alternate name.

Please return 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 (850) 245-6043.

Shawn Logan
Document Specialist

Letter Number: 601A00048403

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2001 AUG 31 PM 1:04
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**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. DIRECT MEDIA SERVICES, 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. NEW JERSEY

(State or country under the law of which it is incorporated)

3. 13-3915010

(FEI number, if applicable)

4. 10/15/96

(Date of incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. UPON QUALIFICATION

(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. 200 Park Avenue South, Suite 1401, New York, NY 10003

(Principal office address)

200 Park Avenue South, Suite 1401, New York, NY 10003

(Current mailing address)

8. Services

(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: Lisa Diamond Stein

Office Address: 14043 Clearwater Lane

Fort Meyers, FL

(City)

, Florida 33907

(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.

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2001 AUG 31 PM 1:07
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: Nina Thorbecke

Address: 605 E. 14th Street, Apartment 9E

New York, NY 10009

Vice Chairman: Robin De Angelis

Address: 46 Griswold Place

Glen Rock, NJ 07452

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Nina Thorbecke

Address: 605 E. 14th Street, Apartment 9E

New York, NY

Vice President: Robin De Angelis

Address: 46 Griswold Place

Glen Rock, NJ 07452

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

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

14. Nina Thorbecke, President
(Typed or printed name and capacity of person signing application)

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

DIRECT MEDIA SERVICES, INC.
With the Previous or Alternate Name
DMS

*I, the Treasurer of the State of New Jersey,
do hereby certify that the above-named
New Jersey Domestic Profit Corporation was
registered by this office on October 15, 1996.*

*As of the date of this certificate, said business
continues as an active business in good standing
in the State of New Jersey, and its Annual Reports
are current.*

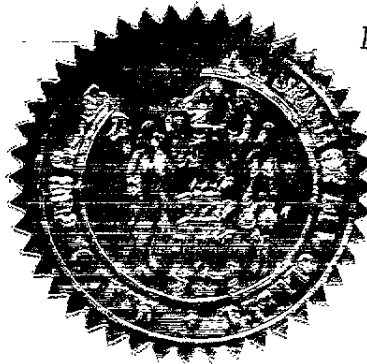
*I further certify that the registered agent and
registered office are:*

Robin Deangelis
46 Griswold Pl
Glen Rock, NJ 07452

Continued on next page . . .

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

DIRECT MEDIA SERVICES, INC.
With the Previous or Alternate Name
DMS



IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
2nd day of August, 2001

A handwritten signature in cursive script, reading "Peter R. Lawrance".

Peter R Lawrance
Acting State Treasurer