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# 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 INITIATIVES, INC.  
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 73-1669815  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. March 13, 2003 5. perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. June 30, 2004  
(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. One East Weaver Street, Greenwich, CT 06831  
(Principal office address)

9220 Palm River Road, Suite 101, Tampa, FL 33619  
(Current mailing address)

8. Any and all lawful business.  
(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: CT Corporation System

Office Address: 1200 South Pine Island Road

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.

CT Corporation System

By: [Signature]

(Registered agent's signature)

Michael J. Mitchell  
Assistant Secretary

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.

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

**A. DIRECTORS**

Chairman: Robert B. Goergen, Jr.  
 Address: One East Weaver St.  
Greenwich, CT 06831

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

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

Director: James Turner

Address: One East Weaver St.  
Greenwich, CT 06831

Director: Bruce D. Kreiger

Address: One East Weaver St.  
Greenwich, CT 06831

**B. OFFICERS**

President: Robert B. Goergen, Jr.

Address: One East Weaver St.  
Greenwich, CT 06831

Vice President: Frank P. Mineo and James Turner

Address: One East Weaver St. One East Weaver St.  
Greenwich, CT 06831 Greenwich, CT 06831

Secretary: Bruce D. Kreiger

Address: One East Weaver St, Greenwich, CT 06831

Treasurer: Eric Van Bladel

Address: One East Weaver St, Greenwich, CT 06831

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

13. Bruce Kreiger  
 (Signature of Director or Officer listed in number 12 of the application)

14. Bruce D. Kreiger, Secretary  
 (Typed or printed name and capacity of person signing application)

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# Delaware

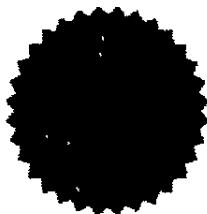
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## *The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DIRECT INITIATIVES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-NINTH DAY OF JULY, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



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040557853

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3265493

DATE: 07-29-04