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TRANSMITTAL LETTER

**TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS**

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-08/21/96--01058--010
*****78.75 *****78.75

SUBJECT: DIRECT MARKETING VERIFICATION SERVICES, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Robert B. Resnick, Esq.

(Name of Person)

(Firm/Company)

2020 N.W. 30th Avenue

(Address)

Fort Lauderdale, Florida 33311

(City, State and Zip Code)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Should you need to call someone concerning this matter, please call:

Robert B. Resnick at (954) 677 - 7771
(Name of Person) Area Code & Daytime Telephone Number

*Called Mike to check if
OK. Answer 8-26-96*

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**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 MARKETING VERIFICATION 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. Colorado
(State or country under the law of which it is incorporated)
3. 84-1337808
(FEI number, if applicable)
4. March 19, 1996
(Date of Incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. August 1, 1996
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 3020 N.W. 33rd Avenue
Fort Lauderdale, Florida 33311
(Current mailing address)
8. For any lawful purpose
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**
Name: Robert B. Resnick, Esquire
Office Address: 3020 N.W. 33rd Avenue
Fort Lauderdale, Florida, 33311
(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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12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: KEITH V. McDANIEL

Address: 3620 NW 33rd Ave , Ft Lauderdale, FL 33311

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: BRUCE A. CHARLES

Address: 3608 SOUTHRIDGE BOULEVARD
MURFREESBORO, TN 37129

Vice President: _____

Address: _____

Secretary: BEVERLY J. RATH

Address: 801 W. 126th CT.

WESTMINISTER, CO 80234

Treasurer: _____

Address: _____

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

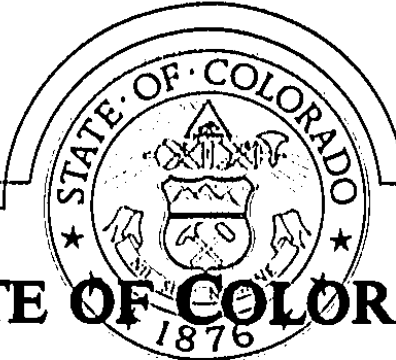
13. _____

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

14. _____

KEITH McDANIEL, CHAIRMAN

(Typed or printed name and capacity of person signing application)



STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, VICTORIA BUCKLEY, Secretary of State of the State of Colorado hereby certify that

According to the records of this office

DIRECT MARKETING VERIFICATION SERVICES, INC.
(COLORADO CORPORATION)

file # 961038312 was filed in this office on MARCH 19, 1996, and has complied with the applicable provisions of the laws of the State of Colorado and on this date is in good standing and authorized and competent to transact business or to conduct its affairs within this state.

Dated: JULY 30, 1996

Victoria Buckley

SECRETARY OF STATE