



THE UNITED STATES
CORPORATION
COMPANY

F98000001115

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ACCOUNT NO. : 0724100000082 CORPORATION
REFERENCE : 712991 7116721
AUTHORIZATION : Patricia Pajaro
COST LIMIT : \$ 70.00

ORDER DATE : February 19, 1998

ORDER TIME : 1:25 PM

ORDER NO. : 712991-005

CUSTOMER NO: 7116721

CUSTOMER: Curt Rush, Esq
Global Direct Mail Corp.
22 Harbor Park Drive

500002436865--1

w98-3870

Port Washington, NY 11050

FOREIGN FILINGS

NAME: ZAC CORP.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 20 PM 3:21

mtu
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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned RICHARD LEEDS, do hereby certify
that this Resolution of the Board of Directors of ZAC Corp.

a corporation duly organized and existing under the laws of the State of Delaware
was duly adopted on February 24, 1998.

Resolved, that ZAC Corp., organized
and existing in the State of Delaware, hereby adopts the
name Zachary Catalogs Corp.
for use in Florida.

Dated: 2/24/98

x

Signature of at least one director

INH19(3/95)



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 20, 1998

CSC

SUBJECT: ZAC CORP.
Ref. Number: W98000003870

RESUBMIT
Please give original
submission date as file date.

We have received your document(s) in this office, however, a copy of the document is being returned 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 your document, along with 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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 398A00009944

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98 FEB 26 PM 2:50

DEPARTMENT OF STATE
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. ZAC Corp.
(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. Delaware
(State or country under the law of which it is incorporated)
3. _____
(FEI number, if applicable)
4. JAN 14, 1998
(Date of Incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. JANUARY 20, 1998
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 22 HARBOR PARK DRIVE (40 GLOBAL DIRECTMAIL)
PORT WASHINGTON, NY 11050
(Current mailing address)
8. COMPUTER SOFTWARE SALES AND ALL OTHER LEGAL ACTIVITIES
(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: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(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.

Corporation Service Company
By: Patricia Pizzuto
(Registered Agent's signature)
Patricia Pizzuto, As Agent

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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JAN 20 1998
PM 3:20
32301
(Zip Code)

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: BRUCE LEEDS

Address: GLOBAL DIRECT MAIL CORP
22 HARBOR PARK DR., PORT WASHINGTON, NY 11050

Vice Chairman: RICHARD LEEDS

Address: (SAME AS ABOVE)

Director: ROBERT LEEDS

Address: (SAME AS ABOVE)

Director:

Address:

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

President: LEONARD DOZDIS

Address: 410 ZAC CORP 1090 KAPP DRIVE
CLEARWATER, FL 34625-2111

Vice President: BRUCE LEEDS

Address: GLOBAL DIRECT MAIL CORP

22 HARBOR PARK DR., PORT WASHINGTON, NY 11050

Secretary: CURT RUSH

Address: GLOBAL DIRECT MAIL CORP

22 HARBOR PARK DR., PORT WASH, NY 11050

Treasurer: CHARLES STEINBERG

Address: 22 HARBOR PARK DR.
PORT WASH, NY 11050

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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.

CURT RUSH, SECRETARY

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

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ZAC CORP." 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 NINETEENTH DAY OF FEBRUARY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 20 PM 3:21



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8929375
DATE: 02-19-98