THE UNITED STATES

98 FEB 20 PM 2: 54

ACCOUNT NO. :

O P21166660000BERPURATION

REFERENCE :

712991

AUTHORIZATION

COST LIMIT : \$ 70.00

ORDER DATE: February 19, 1998

ORDER TIME : 1:25 PM

CORPORATION

ORDER NO. : 712991-005

CUSTOMER NO: 7116721

CUSTOMER: Curt Rush, Esq

500002436865--1

Global Direct Mail Corp. 22 Harbor Park Drive

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

PLAIN_STAMPED COPY

_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder



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
Resolved, that ZAC ORP. and existing in the State of Delawarre, hereby adopts to	,organized
and existing in the State of Delaware, hereby adopts to name Achary Catalogs Corp. for use in Florida.	
Dated: 2/24/97 k MM M Signature of at least one director	<u> </u>

Division of Corporations • P.O. Box 6327 • Tallahassee, Florida 32314

INHE19(3/95)



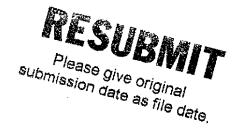
FLORIDA DEPARTMENT OF STATE Sandra B. Mortham

Sandra B. Mortham Secretary of State

February 20, 1998

CSC

SUBJECT: ZAC CORP. Ref. Number: W98000003870



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 an appropriate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

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

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

SECRETARY OF STATE

98 FEB 26 PN 2:5

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 cloarly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.	
2. Delaware 3.	
4. (Date of Incorporation) (State or country under the law of which it is incorporated) (FEI number, if applicable) FRETUAL (Date of Incorporation) (Duration: Year corp. will cease to eviet to aviet to avi	
6 Thyork 35,1888	
Date first transacted business in Florida. ISee sections 607.1501, 607.1502, and 817.155, F.S.) 7	
PORT WASHINGTON, DY 11050	
8. COMPUTER SOFTWARE SPLES AND ALL OTHER LEGAL ACT	ババルモス
(Purpose(s) of corporation authorized in nome state or country to be carried out in the state of Figures)	
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	-
Tallabassee , Florida, 32301 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2	
O. Registered agent's acceptance:	
faving been named as registered agent and to accept service of process for the above stated orporation at the place designated in this application, I hereby accept the appointment as egistered agent and agree to act in this capacity. I further agree to comply with the provisions of II statutes relative to the proper and complete performance of my duties, and I am familiar with nd accept the obligations of my position as registered agent.	
Corporation Service Company By: Value Manufe (Registered agent's signature) Patricia Pizzuto, As Agent	
1. Attached is a certificate of existence duly supportioned and the second seco	

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 addresses of officers and/or directors: (Street address ONLY-P.O. Box NOT acceptable) A. DIRECTORS (Street address only- P.O. Box NOT acceptable) RRUE FEE02 Chairman: URP WEST WAIL Address: Vice Chairman: £ ≤ 2408A Address: チェクラ Director: (SOME AS 4331E Address: Director: Address: B. OFFICERS (Street address only- P.O. Box NOT acceptable) DOSDIK PARGET President: CARP Address: 10010 KWbbCIEARWATER グのほ Vice President: PEED 2 Address: DIRECT MAIL WRY BUSTC Secretary: 800 ≥H Address: ProsuPDICE IL WAIT WRT Over DR. Treasurer: マレモッジチム (HUBUS ON BUSK Address: $\mathcal{O}\mathcal{O}$. 1/150 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.) SECRETARS 14.

(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.



Edward J. Freel, Secretary of State

AUTHENTICATION:

8929375

DATE:

02-19-98

2847238 8300

981065412