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C T CORPORATION SY	STEM	900002715859 -12/18/9801051029
Requestor's Name 660 East Jefferson	Street	******8.75 ******8.
Address Tallahassee, FL 32	301 222-1092	900002715859 -12/18/9801051024 *****70,00 ******70.
City State Zip	Phone	*****70.00 *****70.1
CORPORAT	ION(S) NAME	
		-
Direct	American Market	ters, Inc. Bus & W/2
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() <u>Limited Liability Com</u> Foreign	oany () Dissolution/	Withdrawal () Mark
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() Limited Liability Particle Copy	() Photo Copie	
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CR2E031 (1-89)

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 American Marketers, 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.	California (State or country under the law of which it is incorporated) 3. 33-0175543 (FEI number, if applicable)
4.	June 5, 1986 (Date of incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")
6.	Upon Qualification (Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))
7.	(Current mailing address) Marketing of Long Distance Telephone Services (Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
	(Current mailing address)
8.	Marketing of Long Distance Telephone Services (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:
	Name: C T Corporation System c/o C T Corporation System, 1200 South Pine Office Address: Island Road
	Office Address: <u>Island Road</u> Plantation , Florida, <u>33324</u> (Zip Code)
10	. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

(Registered agent's signature) (Officer)

M. T. Fitzpatrick, Assistant Secretary
(Type Name and Title of Officer)

(FL - 2189 - 11/16/94)

- 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:

A.	DIRECTORS	
	Chairman: See attached list of directors	
	Address:	
		<u></u>
	Vice Chairman: See attached list of directors	<u> </u>
	Address:	
		··· .
	Director: See attached list of directors	
	Address:	
	Director:	- ARECO
	Address:	FILED 98 DEC 18 PH 12: 46 TALLAHASSEE FLORIE
		— 監 3 B
B.	OFFICERS	LED STATE
	President: See attached list of officers	— BE O
	Address:	
		-
	Vice President:	
	Address:	
	•	_
	Secretary:	 ·
	Address:	

	i reasurer:					•	
	Address:						_
	-						
NOTE: If r and/or direc	necessary, y	ou may atta	ach an adde	endum to the	application l	isting addition	nal officers
13					• .	⊸ * * *	
(Signatu application)	e of Chairm	an, Vice C	hairman, or	any officer lis	sted in numb	er 12 of the	
•	C. Brown.			reon eigning s	application)		

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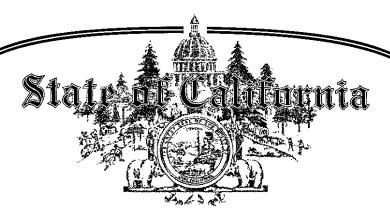
DIRECT AMERICAN MARKETERS, INC.

OFFICERS AND DIRECTORS AS OF NOVEMBER 19, 1998

OFFICERS

Name	Title	Business Address	Residential Address	Social Security #
1. Anthony C. Brown	President Chief Executive Officer	1820 E. First Street Suite 440 Santa Ana, CA 92705	26 Rue Grand Ducal Newport Beach, CA 92660	559-56-7583
2. Brian K. Kuhle	Secretary Treasurer Chief Financial Officer	1820 E. First Street Suite 440 Santa Ana, CA 92705	10771 Brighton Santa Ana, CA 92705	558-98-4360
<u>DIRECTORS</u>				
1. Anthony C. Brown	Chairman	1820 E, First Street Suite 440 Santa Ana, CA 92705	26 Rue Grand Ducal Newport Beach, CA 92660	559-56-7583
2. Reta Fishman	Other Director	1820 E. First Street Suite 440 Santa Ana, CA 92705	7 Ridgeline Drive Newport Beach, CA 92660	365-32-9734
3. Roberta Schenker	Other Director	1820 E. First Street Suite 440 Santa Ana, CA 92705	10490 Wilshire Blvd. Suite 1902 Los Angeles, CA 90024	122-32-7152
4. Michael Fishman	Other Director	1820 E. First Street Suite 440 Santa Ana, CA 92705	4455 Barchester Bloomfield Hills, MI 48013	372-62-0685
•			TAL	98

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SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, BILL JONES, Secretary of State of the State of California, hereby certify:

DIRECT AMERICAN MARKETERS, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

December 14, 1998

Billens

Secretary of State