F99000006261

TRANSMITTAL LETTER



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

August 31, 1999

ADAM G. CRITCH DIRECT MARKETING ASSOCIATES INC 1080 S.W. 46TH AVENUE, STE 304 POMPANO BEACH, FL 33069

SUBJECT: DIRECT MARKETING ASSOCIATES, INC.

Ref. Number: W99000020202

99 DEC -6 PM 9: SECRETARY OF STA TALLAHASSEE, FLOR

We have received your document for DIRECT MARKETING ASSOCIATES AND and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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: 799A00043427

9 OEC -6 PM 9: 2: SECRETARY OF STATE



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

November 8, 1999

ADAM G. CRITCH DIRECT MARKETING ASSOCIATES INC 1080 S.W. 46TH AVENUE, STE 304 POMPANO BEACH, FL 33069

SUBJECT: DIRECT MARKETING ASSOCIATES, INC.

Ref. Number: W99000020202

We have received your document for DIRECT MARKETING ASSOCIATES, INC. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence, dated no more than 90 days prior to the delivery application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the blaws of which it is incorporated/organized, must be submitted to this office A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photography of this certificate is not acceptable.

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: 299A00053799

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

* Al-((C-((
I, the undersigned L. Michael Critch (Name), do hereby certify		
that this Resolution of the Board of Directors of Direct Marketing Associates, Inc.	•	
(Corporate Name)		
a corporation duly organized and existing under the laws of the State of Michigan State of Was duly adopted on August // (999	TILE	
Be it resolved, that Direct Marketing Apsociates Fix.	0	- -
organized and existing in the State of Michigan, hereby adopts the name		
DMA (eads, Cosp. for use in Florida.		
Dated: Ayust 1/1999	` r	
Signature of either Chairman, Vice Chairman or any officer		
L. Michael Critch	-	
Type or print name		

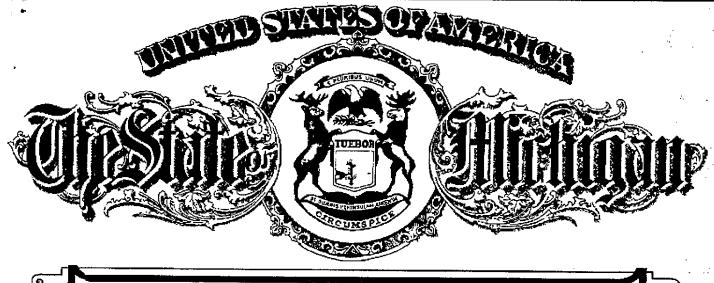
INHS19(4/96)

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

	THE SECTION 607, 1503, FLOR	IDA STATUTES, THE FOLLOWING IS SU SACT BUSINESS IN THE STATE OF FLOI	DIDA	
IN COMPLIANCE V	IGN CORPORATION TO TRANS	SACT BUSINESS IN THE STATE OF FLOR	KIDA.	
	A	3 T'		
1 Dices	+ Marketing Assor	ORATED", "COMPANY", "CORPORATION it clearly indicate that it is a corporation instead	₽Vor	
(Name of corporati	on; must include the word "INCORF	Il clearly indicate that it is a corporation instead	of a	
words or abbreviati	ons of like import in language as was principally if not so contained in the I	name at present.)		
natural person of p	n arctional -			
		3. (FEI mumber, if application)		
2. Nichiga	an ader the law of which it is incorporat	ted) (FEI mmber, if applica	able)	
		Perpetual		a care of the comment
4. August		Perpetual (Duration: Year corp. will cease to exist or	"perpetual"	
	of incorporation)	(Dummon 1)	i⊢⊆	- Marie and
August 2	2, 1999	607 1502 and 217 155	FS) 音当 号·	T
Date first to	ansacted business in Florida.) (SEE	SECTIONS 607.1501, 607.1502 and 817.155, 1	SSA i	
	W. 46th Avenue, Suite 30		~ ~ m ·	iп
	-		F. PH	U
Pompano	Beach, Florida 33069	S Idamo)	65 A A	
	(Current man		음글 2	-
		the supposes for which cor	porations may be	forme
8. Any and	all business which is Wi	ithin the purposes for which cor state or country to be carried out in state of Flor	rida) under the Bus	iness
Pumosefs	of comoration authorized in home	STATE OF COUNTRY TO OC CONTROL OUT AND	Ask of Mi	chies
(T mposoto	, or corberance	Corp	CLATION WOL OF HE	g-
a standard	at address of Florida registered	Corp d agent: (P.O. Box or Mail Drop Box <u>NO</u>	oration Act of Mi Tacceptable)	<u>-</u> g•
9. Name and stre	et address of Florida registered	Gorp d agent: (P.O. Box or Mail Drop Box <u>NO</u>	Tacceptable)	
9. Name and stre	et address of Florida registered	Gorp d agent: (P.O. Box or Mail Drop Box <u>NO</u>	Tacceptable)	g.
9. Name and stre	et address of Florida registered	d agent: (P.O. Box or Mail Drop Box NO	Tacceptable)	etura e esti e i i i i
9. Name and stre	et address of Florida registered Adam G. Critch 1080 S.W. 46th Avenue,	d agent: (P.O. Box or Mail Drop Box NO	Tacceptable)	
9. Name and stre	et address of Florida registered Adam G. Critch 1080 S.W. 46th Avenue,	d agent: (P.O. Box or Mail Drop Box NO Suite 304 Florida, 33069	Tacceptable)	
9. Name and stre	et address of Florida registered Adam G. Critch 1080 S.W. 46th Avenue,	d agent: (P.O. Box or Mail Drop Box NO	Tacceptable)	
9. Name and stree Name: Office Address:	et address of Florida registered Adam G. Critch 1080 S.W. 46th Avenue, Pompano Beach	d agent: (P.O. Box or Mail Drop Box NO Suite 304 Florida, 33069	Tacceptable)	
9. Name and stree Name: Office Address:	et address of Florida registered Adam G. Critch 1080 S.W. 46th Avenue,	d agent: (P.O. Box or Mail Drop Box NO Suite 304 Florida, 33069	Tacceptable)	
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9. Name and stree Name: Office Address: 10. Registered a Having been name this application, I with the provisions the obligations of	Adam G. Critch 1080 S.W. 46th Avenue, Pompano Beach gent's acceptance: ad as registered agent and to accept thereby accept the appointment as re- to of all statutes relative to the prope- my position as registered agent. (Registere	Suite 304 Suite 304 Florida, 33069 (Zip code) service of process for the above stated corporate gistered agent and agree to act in this capacity and complete performance of my duties, and ed agent's signature)	T acceptable) ation at the place designary. I further ugree to com I am familiar with and a	ted in ply
9. Name and stree Name: Office Address: 10. Registered a Having been name this application, I with the provisions the obligations of	Adam G. Critch 1080 S.W. 46th Avenue, Pompano Beach gent's acceptance: ad as registered agent and to accept thereby accept the appointment as re to fall statutes relative to the proper my position as registered agent. (Registered agent and to accept the statutes relative to the proper my position as registered agent.	Suite 304 Suite 304 Florida, 33069 (Zip code) service of process for the above stated corporate agent and agree to act in this capacity and complete performance of my duties, and ed agent's signature)	T acceptable) ation at the place designary. I further ugree to com I am familiar with and a	ted in ply

-- 37 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: Adam G. Critch Address: 1080 S.W. 46th Avenue, Suite 304 Pompano Beach, Florida 33069 Vice Chairman: Director: _ Address: B. OFFICERS (Street address only - P.O. Box NOT acceptable) President: Adam G. Critch Address: 1080 S.W. 46th Avenue, Suite 304 Pompano Beach, Florida 33069 Vice President: Address: L. Michael Critch Secretary: _____ 3379 Roseglade Ct. Address: _____ Rochester, Michigan 48306 Kathy A. Critch Treasurer: Address: 3379 Roseglade Ct. Rochester, Michigan 48306 NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors. (Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application) Director, CEO, President Alan Critch (Typed or printed name and capacity of person signing application)



Michigan Department of Consumer and Industry Serbices

Lansing, Michigan

This is to Certify That

DIRECT MARKETING ASSOCIATES, L.L.C.

a Michigan limited liability company, filed Articles of Organization in this office on November 5, 1999.

I FURTHER CERTIFY that the Articles are in full force and effect as of this date, and a Certificate of Dissolution has not been filed.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 19th day of November, 1999.

. Director

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Corporation, Securities and Land Development Bureau