



THE UNITED STATES  
CORPORATION  
COMPANY

97000000429

ACCOUNT NO. : 072100000032

REFERENCE : 338837 134074A

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 337.50

ORDER DATE : April 22, 1997

ORDER TIME : 9:14 AM

ORDER NO. : 338837-005

CUSTOMER NO: 134074A

CUSTOMER: Brian L. Lipshy, Esq  
BRIAN L. LIPSHY, P.A.

Suite 2a  
1650 South Dixie Highway  
Boca Raton, FL 33432

2000002150432-7

97 APR 22 10:40  
FBI

DOMESTIC FILING

NAME: GROUP DIRECT, L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS: \_\_\_\_\_

APR 22 1997

RECEIVED  
97 APR 22 AM 9:52

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED  
LIABILITY COMPANY

OF

GROUP DIRECT, L.C.

ARTICLE I - Name

The name of the Limited Liability Company is :

GROUP DIRECT, L.C.

ARTICLE II Address :

The mailing address and street of the principal office of the Limited Liability Company is:

4901 N.W. 17th Way  
Suite 606  
Ft. Lauderdale, FL 33309

ARTICLE III Duration

The period of duration for the Limited Liability Company shall be:

Perpetual

ARTICLE IV Management

The Limited Liability Company is to be managed by the members and the name and address of the managing members are:

James E. Brady  
4901 N.W. 17th Way  
Suite 606  
Ft. Lauderdale, FL 33309

FILED  
97 MAR 22 11:40  
TALLAHASSEE  
FLORIDA

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.507 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

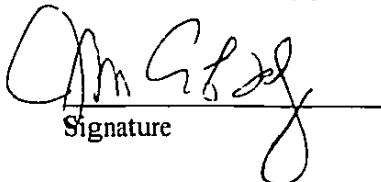
1. The name of the limited liability company is:

GROUP DIRECT, L.C.

2. The name and address of the registered agent and office is:

James E. Brady  
4901 N.W. 17th Way  
Suite 606  
Ft. Lauderdale, FL 33309

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, I am familiar with and accept the obligations of my position as registered agent.

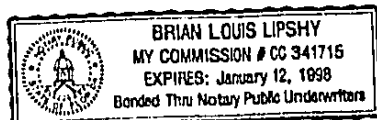
  
Signature

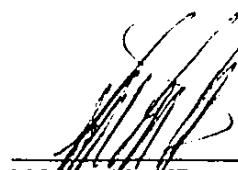
4-21-97  
Date

STATE OF FLORIDA        }  
                                      }  
COUNTY OF PALM BEACH } ss

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared JAMES E. BRADY, who is personally known to me (X) or who did furnish BA DL for identification, and who acknowledged executing the foregoing Designation and Acceptance as Registered Agent, freely and voluntarily for the purposes herein stated.

WITNESS my hand and official seal in the County and State last aforesaid this 21 day of April, 1997.



  
NOTARY PUBLIC  
Brian Louis Lipsky  
Printed Name of Notary  
(Seal)

## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTORS

The undersigned member or authorized representative of a member of GROUP DIRECT, L.C. deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is 750.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ -0- . A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is \$ 750.00 . This total includes amounts from 2 and 3 above.



Signature of a member or authorized representative of a member

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an information under the penalties of perjury that the facts stated herein are true.)

FILED  
97-000000000  
APR 11 2000  
CLERK OF COURT  
JUDICIAL CIRCUIT IN AND FOR  
THE COUNTY OF DADE, FLORIDA