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CARNIVAL CRUISE LINE
3149 SW 42ND STREET
FT LAUDERDALE FL 33312
354-581-0093

SHIP DATE: 12DEC2000
ACCOUNT #: 226906614
ACTUAL WGT: 0.25 LBS

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TO:

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REGISTRATION SECTION
BRENDA TADLOCK
409 E. GAINES STREET
TALLAHASSEE FL 32399

BILL THIRD PARTY

FEDEX

PRIORITY OVERNIGHT

WED

LETTER

DELIVER BY:

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System # 79640 12DEC2000

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 MAR - 8 PM 2: 23

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Trish Bower
609-208-0100

Name	
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Document Examiner	ult
Updater	
Validator	
Verifier	
Acknowledgement	
N. P. Verifier	

FOR LLC
used

ult
3/9

2854

BILLING	103.00
CC COPY	
AGENT	25.00
TOTAL	
BALANCE DUE \$	
REFUND \$	



COVER LETTER

3149 SW 42nd Street
Ft. Lauderdale, FL 33312
(phone) 954-581-0003
(fax) 954-581-4870

500003433995
-10/20/00--01084--002
***125.00 ***125.00

To: Ed Horowitz From: Paul J. Elliott
 (689) 208-2614
 Fax: _____ Pages w/ cover: A
 Phone: _____ Date: 10/11/00
 Re: _____ CC: _____

Urgent For Review Please Comment Please Reply

Comments:

Registration with State of Florida
to Conduct Business.

If this transmission has been misdirected, please call above #.

Florida Division of Corporations ph. # 850-487-6051
Thank You

Please mail completed paperwork to the
following address with check:

ATTN: Brenda Tadlock
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

689-25754-4P
689-25755-4C



4 Applegate Drive Robbinsville, NJ 08691

Phone: (609)208-0100 Fax: (609)208-0922

FAX

To: BRENDA

From: Edward Horowitz

Fax: 850-410-1015

Pages w/cover: 3

Phone: 850-487-6911

Date: 3/8/01

Re: Certificate of Good Standing

CC:

Urgent

For Review

Please Comment

Please Reply

Please Recycle

• Comments:

If this transmission has been misdirected to your business, please call the above number. Thank you.

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

✓1. Direct Fulfillment, LLC
(Name of foreign limited liability company)

✓2. New Jersey
(Jurisdiction under the law of which foreign limited liability company is organized)

3. _____
(FEI number, if applicable)

4. 3/17/99
(Date of Organization)

5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")

6. February 1, 2000
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 4 Applegate Drive
Robbinsville, NJ 08691
(Street address of principal office)

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DIVISION OF CORPORATIONS
MAR -8 PM 2:23

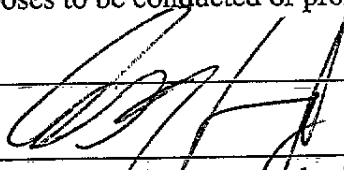
8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:

Direct Group, 820 Bear Tavern Rd., Suite 100, Trenton, NJ 08628

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Distribution Services



Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Edward Horowitz
Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Direct Fulfillment, LLC

2. The name and the Florida street address of the registered agent and office are:

Direct Fulfillment, LP
(Name)

3149 SW 42nd St.
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Ft. Lauderdale,
FL
City/State/Zip

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DIVISION OF CORPORATIONS
01 MAR - 8 PM 2: 23

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, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..



(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

DIRECT FULFILLMENT, LLC

*I, the Treasurer of the State of New Jersey,
do hereby certify that the above-named
New Jersey Domestic Limited Liability Company was
registered by this office on March 17, 1999.*

*As of the date of this certificate, said business
continues as an active business in good standing
in the State of New Jersey, and its Annual Reports
are current.*

*I further certify that the registered agent and
registered office are:*

*Manuel A. Ortiz
4 Applegate Drive
Robbinsville, NJ 08691*

Continued on next page . . .

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

DIRECT FULFILLMENT, LLC



IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
1st day of March, 2001

A handwritten signature in cursive script, appearing to read "Peter R. Lawrance".

Peter R Lawrance
Acting State Treasurer