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SHAWARD REED, C.P.A.
RANDALL H. REED, C.P.A.

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*****70.00 *****70.00

February 1, 2000

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Direct Path, Inc.

Gentlemen:

Enclosed you will find an original and one copy of the Articles of Incorporation for Direct Path, Inc., along with a check in the amount of \$70.00 to cover the fees.

Please return the recorded documents to the following address:

Reed and Company, Chartered
399 W. Palmetto Park Rd., #206
Boca Raton, FL 33432
Attn: Randall H. Reed

Yours very truly,

Randall H. Reed, C.P.A.

RHR:lms
Enc.

FILED
00 FEB -4 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2-9.00

ARTICLES OF INCORPORATION
OF
DIRECT PATH, INC.

FILED
00 FEB -4 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this Corporation is: Direct Path, Inc.

ARTICLE II

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

ARTICLE III

This Corporations is authorized to issue 7,500 shares of common stock, with a par value of one dollar.

ARTICLE IV

The amount of capital with which this Corporation will begin business shall not be less than \$500.00

ARTICLE V

This Corporation shall have a perpetual existence.

ARTICLE VI

The address of the principal place of business or principal office of this Corporation is: 3995 Hield Road, Palm Bay, FL 32907.

ARTICLE VII

This Corporation shall have four directors, initially, and the number of directors may be increased or diminished from time to time as provided in the By-Laws but shall never be less than one. The name and address of the initial directors of this Corporation are: Kevin Fisher, 1661 Willard Road, N.W., Palm Bay, FL 32907 and Julie Fisher, 1661 Willard Road, N.W., Palm Bay, FL 32907.

ARTICLE VIII

This Corporation shall and does hereby indemnify and hold harmless every director and every officer, or every former director and every former officer, their heirs, executors, and administrators to the full extent permitted by law.

ARTICLE IX

No contract or other transaction between this Corporation and any other corporation in the absence of fraud, shall be effected or invalidated by the fact that any one or more of the directors of this Corporation is or

are interested in, or is a director or officer or are the directors or officers of such other corporation and any director or directors, individually or jointly may be a party or parties to, or may be interested in any such contract or transaction of this Corporation or in which any person or persons, firm or corporation in the absence of fraud, shall be effected or invalidated by the fact that any director of directors of this Corporation is a party or are parties to be interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become a director of this Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this Corporation in which he may be otherwise interested. Any director of this Corporation may vote upon any contract or other transaction between this Corporation and any firm, association or corporation in which he may be otherwise interested.

ARTICLE X

The name and address of the incorporator of this Corporation is:
Randall H Reed, 399 W. Palmetto Park Rd., Suite 206, Boca Raton, FL 33432.

ARTICLE XI

The name and address of the registered agent of this Corporation is:
Randall H. Reed, 399 W. Palmetto Park Rd., Suite 206, Boca Raton, FL 33432.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 12th day of FEBRUARY, 2000.




Incorporator

STATE OF FLORIDA) S.S.
COUNTY OF PALM BEACH)

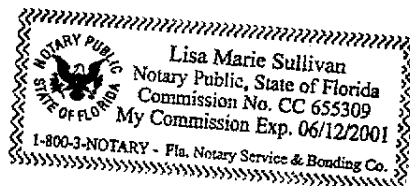
Before me, a notary public authorized to take acknowledgements in the State and County set above, personally appeared Randall H. Reed, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 1st day of February, 2000.



Notary Public
State of Florida at Large

My Commission expires:




ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent contained in the foregoing Articles of Incorporation. The address of the Registered Agent is: 399 W. Palmetto Park Rd., Suite 206, Boca Raton, FL 33432.


Randall H. Reed

FILED
00 FEB -4, PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA