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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 605492 6922A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : February 29, 2000

ORDER TIME : 10:18 AM

ORDER NO. : 605492-005

CUSTOMER NO: 6922A

800003151498--9

-02/29/00--01046--013

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

CUSTOMER: Joyce Natiello, Corp Paralegal
WEINER & ARONSON, P.A.
WEINER & ARONSON, P.A.
102 North Swinton Avenue
The Clark House
Delray Beach, FL 33444-2614

DOMESTIC FILING

NAME: DIRECT MANAGEMENT ASSOCIATES,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB 29 PM 12:56

RECEIVED
00 FEB 29 PM 11:29
DIVISION OF CORPORATIONS
TALLAHASSEE
8

ARTICLES OF INCORPORATION

OF

DIRECT MANAGEMENT ASSOCIATES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 FEB 29 PM 12: 56

The undersigned incorporator hereby forms a for profit corporation under Chapter 607 of the laws of the State of Florida. This corporation is to exist perpetually.

ARTICLE I. NAME

The name of the corporation shall be: DIRECT MANAGEMENT ASSOCIATES, INC.

ARTICLE II. ADDRESS

The address of the principal office of this corporation shall be 6561 N.W. 39th Terrace, Boca Raton, FL 33496, and the mailing address shall be the same.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be Weiner & Aronson, P.A., 102 North Swinton Avenue, Delray Beach, Florida 33444 and the name of the initial registered agent of the corporation at that address is Carole Aronson, Esquire.

ARTICLE V. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Carole Aronson, Esquire
Weiner & Aronson, P.A.
102 North Swinton Avenue
Delray Beach, FL 33444

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and street address of the initial member of the Board of Directors is:

NAME

Michael Minkin

ADDRESS

6561 N.W. 39th Terrace
Boca Raton, FL 33496

ARTICLE VII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

NAME

Michael Minkin

ADDRESS

6561 N.W. 39th Terrace
Boca Raton, FL 33496

IN WITNESS WHEREOF, the undersigned incorporator hereunto set his hand and seal this

28 day of February, 2000.



Signature of Incorporator

Acceptance of Registered Agent

Weiner & Aronson, P.A., a Florida corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



CAROLE ARONSON

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