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From:

Account Name : AKERMAN, SENTERFITT & EIDSON, P.A.  
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FLORIDA PROFIT CORPORATION OR P.A.  
DIRECTIVE CORP.

Certificate of Status	0
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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
DIRECTIVE CORP.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of the corporation is Directive Corp. (hereinafter called the "Corporation").

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is:

Mirla Sabino  
c/o Luiz E. Gozzoli, Esq.  
One S.E. Third Avenue, 28th Floor  
Miami, Florida 33131

**ARTICLE III  
CAPITAL STOCK**

The number of shares of stock that the Corporation is authorized to issue is Ten Thousand (10,000) shares, \$.01 par value per share, of common stock. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

**ARTICLE IV  
INITIAL DIRECTOR**

The name and address of the initial Director of the Corporation are as follows:

Mirla Sabino  
c/o Luiz E. Gozzoli, Esq.  
One S.E. Third Avenue, 28th Floor  
Miami, Florida 33131

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**ARTICLE V**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Corporation's initial registered office is: One S.E. Third Avenue, 28th Floor, Miami, Florida 33131. The name of the Corporation's initial registered agent at that address is: American Information Services, Inc.

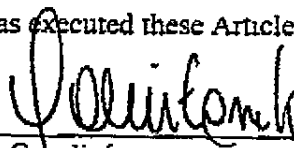
**ARTICLE VI**  
**INCORPORATOR**

The name and street address of the incorporator of the Corporation is: Luiz E. Gozzoli, Esq., One S.E. Third Avenue, 28th Floor, Miami, Florida 33131.

**ARTICLE VII**  
**INDEMNIFICATION**

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 8th day of February, 2001.

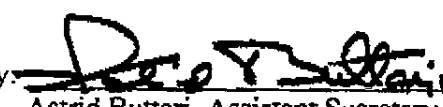
  
\_\_\_\_\_  
Luiz E. Gozzoli, Incorporator

**CERTIFICATE OF ACCEPTANCE BY**  
**REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 8th day of February, 2001.

AMERICAN INFORMATION SERVICES, INC.

By:   
\_\_\_\_\_  
Astrid Buttari, Assistant Secretary