

PO1000033965

GRAY, HARRIS & ROBINSON

PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

SUITE 1400

301 EAST PINE STREET

POST OFFICE BOX 3068

ORLANDO, FLORIDA 32802-3068

TELEPHONE 407-843-8880

FAX 407-244-5690

WEBSITE: www.ghrlaw.com

CARRIE L. RAMOS
PARALEGAL

MEMBER

GHR TECHNOLOGY BUSINESS GROUPSM

SERVING MID-FLORIDA TECHNOLOGY COMPANIES

WRITER'S DIRECT DIAL

407-418-6537

E-MAIL ADDRESS

cramos@ghrlaw.com

March 27, 2001

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

400003931504--5

-03/30/01--01066--002

*****78.75 *****78.75

Re: Articles of Incorporation – Steve Brown Direct Mail, Inc.

Dear Ladies and Gentlemen:

Enclosed for filing are the above referenced articles of incorporation. Also enclosed is a check in the amount of \$78.75, representing the filing fees and the fee for providing a certified copy. Please return the certified copy to me at the above referenced address.

Of course, if you have any questions regarding this request, please feel free to contact me.

Sincerely,

Carrie L. Ramos

Carrie L. Ramos
Paralegal

/clr
Enclosure

01 MAR 30 AM 9:33
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R 4/4/01



ARTICLES OF INCORPORATION
OF
STEVE BROWN DIRECT MAIL, INC.

FILED
01 MAR 30 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Steve Brown Direct Mail, Inc.

ARTICLE II - ADDRESS

The address of the corporation is P.O. Box 668, Winter Park, Florida 32789-0668.

ARTICLE III - DURATION

This corporation shall exist indefinitely.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE V - CAPITAL STOCK

The corporation is authorized to issue two classes of shares of common stock to be designated respectively Class A Common Stock ("Class A Common Stock") and Class B Non-Voting Common Stock ("Class B Common Stock") (collectively referred to herein as "Common Stock"). The total number of shares of capital stock that the corporation is authorized to issue is 100 shares. The total number of shares of Class A Common Stock that the corporation is authorized to issue is 50 shares. The total number of shares of Class B Common Stock that the Corporation is authorized to issue is 50 shares. The Class A Common Stock and the Class B Common Stock each shall have par value of \$0.001 per share.

Voting Rights. Except as otherwise required by law or the Articles of Incorporation, each holder of Class A Common Stock shall have one vote in respect of each share of stock held by such shareholder of record on the books of the corporation for the election of directors and on all matters submitted to a vote of shareholders of the corporation. The Class B Common Stock shall carry no right to vote for the election of directors or any matters submitted to a vote of shareholders of the corporation. Except as otherwise required by the Florida Business Corporation Act (the "Florida Corporation Law") or as set forth in the Articles of Incorporation or any amendment or restatement thereof.

Dividends. The holders of shares of Common Stock shall be entitled to receive, when, as and if declared by the Board of Directors of the corporation, out of the assets of the corporation which are by law available therefor, dividends payable either in cash, in property or in shares of capital stock.

Dissolution, Liquidation or Winding Up. In the event of any dissolution, liquidation or winding up of the affairs of the corporation, the holders of Common Stock shall be entitled to receive all of the remaining assets of the corporation of whatever kind available for distribution to shareholders ratably in proportion to the number of shares of Common Stock held by them respectively, unless otherwise provided by law or the Articles of Incorporation or any amendment or restatement thereof.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

2411 Gallery View Drive #10, Winter Park, FL 32792

The name of the initial registered agent of this corporation at that address shall be:

Lori A. Taylor

ARTICLE VII - INITIAL BOARD OF DIRECTORS AND OFFICERS

A. This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one.

B. The name and address of the initial directors of this corporation are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Steven D. Brown	P.O. Box 668 Winter Park, FL 32789-0668	Director
Lori A. Taylor	P.O. Box 668 Winter Park, FL 32789-0668	Director

ARTICLE VIII - INCORPORATOR

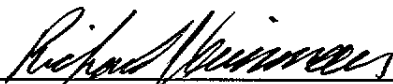
The name and address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
Richard Weinman	301 East Pine Street Suite 1400 Orlando, Florida 32801

ARTICLE IX - BYLAWS

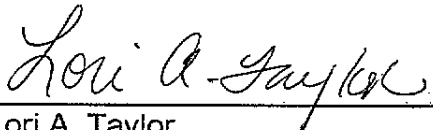
Bylaws may be adopted, amended or repealed by the Shareholders or by the Board of Directors; provided that any bylaw adopted or amended by the Shareholders can only be amended or repealed by the Shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 26th day of March, 2001.


Richard Weinman,
Incorporator

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Articles of Incorporation of Steve Brown Direct Mail, Inc., I am familiar with the obligations of the position of registered agent and I hereby accept and agree to act in this capacity.


Lori A. Taylor

F:\USR\RWeinman\Brown Direct Mail\articles.doc

FILED
01 MAR 30 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA