

CORPORATE  
ACCESS,  
INC.

FD/000054785

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- 1.) \_\_\_\_\_  
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- 2.) Marketing Systems Direct, Inc.  
(CORPORATE NAME & DOCUMENT #)
- 3.) \_\_\_\_\_  
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**ARTICLES OF INCORPORATION**  
**OF**  
**MARKETING SYSTEMS DIRECT, INC.**

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*The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation:*

**ARTICLE I**

**CORPORATE NAME**

The name of the corporation shall be: **MARKETING SYSTEMS DIRECT, INC.**

**ARTICLE II**

**PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be: 2261 N.E. 164<sup>th</sup> Street, N. Miami Beach, Florida 33160.

**ARTICLE III**

**SHARES**

The number of shares of stock that this corporation is authorized to have, outstanding at any one time are: 1000 shares with no par value.

**ARTICLE IV**

**INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent is: Jimmy Rayo and the mailing address of its initial agent is: 2261 N.E. 164th Street, N. Miami Beach, Florida 33160.

**ARTICLE V**

**INCORPORATOR(S)**

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are): Barbara Pizzo, 701 Renner Road, Wilmington, Delaware 19810.

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**ARTICLE VI**

**DURATION**

The duration of the corporation shall be perpetual.

**ARTICLE VII**

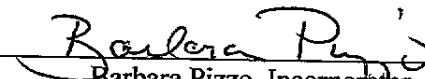
**BOARD OF DIRECTORS**

The number of directors constituting the initial board of directors of the corporation is one (1).

The name and address of the person who is to serve as member of the initial board of directors of the corporation is as follows:

Jimmy Rayo, 2261 N.E. 164<sup>th</sup> Street, N. Miami Beach, Florida 33160.

The undersigned incorporator has executed these Articles of Incorporation this first day of June 2001.

  
\_\_\_\_\_  
Barbara Pizzo, Incorporator  
Corporate Consulting Ltd.

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation is: MARKETING SYSTEMS DIRECT, INC.

2. The name and address of the registered agent and office is:

JIMMY RAYO  
(Name)

2261 N.E. 164<sup>TH</sup> STREET  
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

N. MIAMI BEACH, FLORIDA 33160  
(City/State/Zip)

*Having been named as registered agent to accept service of process for the above stated corporation 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.*

Jimmy Rayo  
(Print name)

[Signature]  
(Signature)

5/31/01  
Date

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