

**P. 2000062987**

Florida Department of State  
Division of Corporations  
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To:  
Division of Corporations  
Fax Number : (850) 205-0381

From:  
Account Name : LAW OFFICE OF TIMOTHY C. SCHULER  
Account Number : I19990000239  
Phone : (727) 398-0011  
Fax Number : (727) 319-6300

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**FLORIDA PROFIT CORPORATION OR P.A.**

**Direct Consolidation Group, Inc.**

Certificate of Status	0
Certified Copy	0
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6/6/2002

SECRETARY OF STATE  
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ARTICLES OF INCORPORATION  
OF  
DIRECT CONSOLIDATION GROUP, INC.

ARTICLE 1: NAME AND MAILING ADDRESS

The name of this Corporation is DIRECT CONSOLIDATION GROUP, INC., and its principal office or mailing address is: 5729 Central Avenue, St. Petersburg, Pinellas County, Florida 33710

ARTICLE 2: DURATION

This Corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of the State of Florida.

ARTICLE 3: PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 4: CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of \$ .10 par value common stock.

ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 9075 Seminole Boulevard, Seminole, Florida 33772, and the name of the initial registered agent is Timothy C. Schuler.

ARTICLE 6: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have 3 directors. The number of directors may be either increased or diminished from

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time to time as provided in the Bylaws but shall never be less than one. The names and addresses of the initial directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
George Azize	5760 3 <sup>rd</sup> Avenue N. St. Petersburg, FL 33710
Nathalia Azize	5760 3 <sup>rd</sup> Avenue N. St. Petersburg, FL 33710
Frank Ciafone	1026 61 <sup>st</sup> Street Gulfport, FL 33707

ARTICLE 7: INCORPORATOR

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

<u>NAME</u>	<u>ADDRESS</u>
Timothy C. Schuler	9075 Seminole Blvd. Seminole, FL 33772

ARTICLE 8 PREEMPTIVE RIGHTS

Each holder of the common stock of this Corporation shall have the first right (subject to adjustments to avoid the issuance of fractional shares) to purchase shares of any other securities that this Corporation may issue from time to time, whether or not such shares are presently authorized, including shares from the treasury of this Corporation, in the ratio that the number of shares of common stock held by such shareholder at the time of issue then bears to the total number of shares of common stock then outstanding. This right is waived by any holder of the common stock who does not exercise it and pay for the stock available for purchase pursuant to such preemptive rights, within 30 days of his receipt of a written notice from this Corporation inviting him to exercise such right.

ARTICLE 9: INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted

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by law.

ARTICLE 10: BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE 11: AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned / (have/has) executed these Articles of Incorporation this 7<sup>th</sup> day of June, 2002.

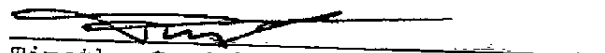
  
Timothy C. Schuler

"Incorporator"

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 6th day of June, 2002.

  
Timothy C. Schuler,  
Registered Agent