

P 02000079525

**ALBERTO LOPEZ**

20430 S.W. 125 Court  
Miami, Florida 33177

July 17, 2002

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

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-07/22/02--01052--011  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

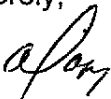
Re: Direct Merchandise Corporation

Enclosed are an original and one (1) copy of the Articles of Incorporation for the referenced Corporation, and a check for \$87.50, representing the following fees:

- Filing (\$70.00)
- Certified Copy (\$8.75)
- Certificate of Status (\$8.75)

Kindly return the Certified Copy and the Certificate of Status to the undersigned at your earliest convenience.

Sincerely,



Alberto Lopez

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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**ARTICLES OF INCORPORATION  
OF  
DIRECT MERCHANDISE CORPORATION**

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

**ARTICLE I. NAME**

The name of the Corporation shall be Direct Merchandise Corporation.

**ARTICLE II. PRINCIPAL OFFICE**

The principal place of business and mailing address of this Corporation shall be 20430 S.W. 125 Court, Miami, Florida 33177.

**ARTICLE III. PURPOSE**

This Corporation is formed for the purpose of engaging in any activity or business permitted under the laws of the United States of America and the State of Florida.

**ARTICLE IV. AUTHORIZED SHARES**

The maximum number of shares that the Corporation is authorized to have outstanding at any time is One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the Board of Directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, with a value, in the judgment of the Directors, equivalent to or greater than the full par value of the shares.

**ARTICLE V. INITIAL BOARD OF DIRECTORS AND OFFICERS**

The Corporation shall have Two (2) directors initially. The number of directors may be increased from time to time, as provided in the bylaws, but shall never be less than one (1). The name and address of the initial directors are:

Alberto Lopez	20430 S.W. 125 Court Miami, Florida 33177
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Miroslava Lopez	20430 S.W. 125 Court Miami, Florida 33177
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The name and address of the initial officers are:

Alberto Lopez	President and Vice President	20430 S.W. 125 Court Miami, Florida 33177
Miroslava Lopez	Secretary and Treasurer	20430 S.W. 125 Court Miami, Florida 33177

#### **ARTICLE VI. INITIAL REGISTERED AGENT**

The name of the Corporation's initial registered agent is Alberto Lopez, and the street address of the initial registered office of the Corporation is 20430 S.W. 125 Court, Miami, Florida 33177.

#### **ARTICLE VII. INCORPORATOR.**

The name and street address of the incorporator is:

Alberto Lopez	20430 S.W. 125 Court Miami, Florida 33177
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#### **ARTICLE VIII. COMMENCEMENT OF EXISTENCE**

The existence of the Corporation will commence on the date of filing of these Articles of Incorporation.

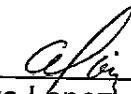
#### **ARTICLE IX. BYLAWS.**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders, except that the Board of Directors may not amend or repeal any bylaw adopted by the Shareholders if the Shareholder specifically provides that the bylaw is not subject to amendment or repeal by the Directors.

#### **ARTICLE X. AMENDMENTS.**

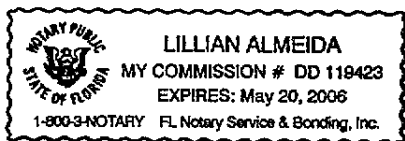
The Corporation reserves the right to amend, alter, change or repeal any provision in the Articles of Incorporation in the manner prescribed by law, and all rights conferred on Shareholders are subject to this reservation. These Articles may be amended prior to issuance of shares of the Corporation by the unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

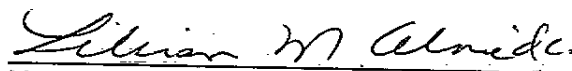
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15<sup>th</sup> day of July, 2002.

  
\_\_\_\_\_  
Alberto Lopez

State of Florida  
County of Miami-Dade

The foregoing instrument was acknowledged before me this 15<sup>th</sup> day of July, 2002, by Alberto Lopez, who is personally known to me or who has provided \_\_\_\_\_ as identification, and who did not take an oath.

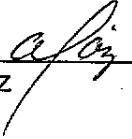


  
\_\_\_\_\_  
Notary Public - State of Florida.

### ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for Direct Merchandise Corporation, at the place designated in the foregoing Articles of Association, 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.

  
\_\_\_\_\_  
Alberto Lopez

\_\_\_\_\_  
Date

7-15-02

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