

PO20000117193

FLORIDA FILING & SEARCH SERVICES, INC.

P.O. BOX 10662 TALLAHASSEE, FL 32302

PHONE: (850) 668-4318 FAX: (850) 668-3398

DATE: 10-11-02

NAME: impact response marketing, inc.

TYPE OF FILING: *ARTICLES of Incorporation*

COST:

RETURN: *Certified Copy*

RECEIVED
02 OCT 11 AM 10:08
TALLAHASSEE, FL 32302
FILING & SEARCH SERVICES, INC.

ACCOUNT: FCA000000015

200008330442--6

AUTHORIZATION: ABBIE/PAUL HODGE

Paul Hodge

2558
W002-29498

FILED
2002 OCT 11 PM 3:37
TALLAHASSEE, FL 32302
FILING & SEARCH SERVICES, INC.

10/31/02



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

FILED

2002 OCT 11 PM 3:37

DEPARTMENT OF STATE
TALLAHASSEE FLORIDA

October 15, 2002

FLORIDA FILING & SEARCH SERVICES INC.
POST OFFICE BOX 10662
TALLAHASSEE, FL 32302

SUBJECT: IMPACT RESPONSE MARKETING, INC.
Ref. Number: W02000029498

RECEIVED
02 OCT 31 PM 3:11
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for IMPACT RESPONSE MARKETING, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

You failed to make the correction(s) requested in our previous letter.

The registered agent designated in your document is not an active entity according to our records. Please reinstate this entity (call (850) 245-6059 for information) or designate another entity that is active according to our records.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 502A00057444

OK TO RESUBMIT

Please
Retain orig. File date
10/11/02

Need
Certified Copy



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

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2002 OCT 11 PM 3:37

DEPARTMENT OF STATE
TALLAHASSEE FLORIDA

October 11, 2002

FLORIDA FILING & SEARCH SERVICES INC.
POST OFFICE BOX 10662
TALLAHASSEE, FL 32302

SUBJECT: IMPACT RESPONSE MARKETING, INC.
Ref. Number: W02000029498

We have received your document for IMPACT RESPONSE MARKETING, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

THERE IS NOT ENOUGH MONEY TO FILE THIS DOCUMENT.

The registered agent designated in your document is not an active entity according to our records. Please reinstate this entity (call (850) 245-6059 for information) or designate another entity that is active according to our records.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 402A00056924

RECEIVED
02 OCT 14 PM 2:40
CLARETHA GOLDEN
DOCUMENT SPECIALIST
NEW FILINGS SECTION
TALLAHASSEE, FLORIDA

*Please Re-Submit
and return original
File Date*

FILED

ARTICLES OF INCORPORATION

2002 OCT 11 PM 3: 37

OF

STATE OF FLORIDA
TALLAHASSEE FLORIDA

IMPACT RESPONSE MARKETING, INC.

The undersigned does hereby act as Sole Incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "Corporation") is Impact Response Marketing, Inc.

SECOND: The principal place of business/mailling address of the Corporation is: 5050 Ninth St. North, Suite B, Naples, FL 34103.

THIRD: The number of shares that the Corporation is authorized to issue is one thousand (1,000), all of which are of a par value of one dollar (\$1.00) each and are of the same class and are Common shares.

FOURTH: The street address of the initial registered office of the Corporation in the State of Florida is *Florida Filing & SEARCH SERVICES, INC.,* 1333 North Duval Street, Tallahassee, FL 32303.

The name of the initial registered agent of the Corporation at the said registered office is Florida Filing & Search Services, Inc.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the Sole Incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the Sole Incorporator are:

NAME

ADDRESS

Griselle Estrada

1201 New York Avenue, NW
Suite 1000
Washington, DC 20005-3917

SIXTH: The names and the addresses of the Initial Directors are:

NAME

ADDRESS

Michael J. Connors

PO Box 413019
Naples, FL 34101

NAME

Michael J. Connors
Gary S. Walker

ADDRESS

PO Box 413019
5050 Ninth St. North, Suite B
Naples, FL 34103

SEVENTH: No holder of any of the shares of any class of the Corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the Corporation which the Corporation proposes to issue or any rights or options which the Corporation proposes to grant for the purchase of shares of any class of the Corporation or for the purchase of any shares, bonds, securities, or obligations of the Corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the Corporation; and any and all of such shares, bonds, securities, or obligations of the Corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

EIGHTH: The purposes for which the Corporation is organized are as follows:

To direct marketing activities on behalf of third-party manufacturing entities; and

To engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

NINTH: The duration of the Corporation shall be perpetual.

TENTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while


holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Signed on October 10, 2002


Griselle Estrada, Sole Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.

FLORIDA FILING & SEARCH SERVICES, INC.

By: 
Name: PAUL D. HODGE
Title: PRESIDENT
Date: 10/15/02

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CLERK OF DISTRICT COURT
TALLAHASSEE - FLORIDA