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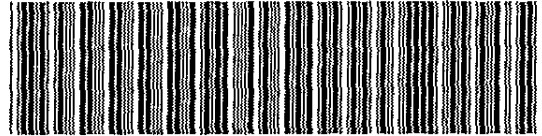
(Business Entity Name)

(Document Number)

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RECEIVED
DIVISION OF CORPORATIONS

DEC 17 2002

TRANSMITTAL LETTER

December 12, 2002

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

SUBJECT: DIRECT HOLDINGS, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

_____ \$70.00 Filing Fee

 X \$78.75 Filing Fee & Certificate

| | |
|------------------|-----------------------------|
| FROM: Name | Paul Holley |
| Address | 1130 Sweetbriar Station |
| City, State, Zip | Fort Walton Beach, FL 32547 |
| Telephone No | (850) 863-4809 |
| Fax No | (850) |

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION
OF
DIRECT HOLDINGS, INC.**

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is Direct Holdings, Inc.

ARTICLE II. NATURE OF CORPORATE BUSINESS

The corporation shall engage in any activity or business permitted under the laws of the United States or of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any time is One Thousand (1,000) shares of common stock, each share has a par value of One Dollar (\$1.00).

Authorized capital stock may be paid for in cash, services or property at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV. REDEMPTIVE RIGHTS

Every Stockholder, upon sale for cash of any new stock of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof, at the price at which it is offered to others, which price may be in excess of par value.

ARTICLE V. TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VI. ADDRESS

The initial street address of the principal office of this corporation shall be 1130 Sweetbriar Station, Fort Walton Beach, FL 32547.

ARTICLE VII. DIRECTORS

The corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one. All directors shall be elected by affirmative vote of at least a fifty-one percent (51%) of the outstanding shares.

ARTICLE VIII. INITIAL DIRECTORS

The names and street addresses of the first Board of Directors who shall hold office until their successors are elected and have qualified are:

Paul Holley
1130 Sweetbriar Station
Fort Walton Beach, FL 32547

Gregg T. Gallanis
1130 Sweetbriar Station
Fort Walton Beach, FL 32547

ARTICLE IX. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at the stockholders' meeting by the majority of the stock entitled to vote therein, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment to these Articles to be made.

ARTICLE X. RESTRICTIONS ON TRANSFER OF STOCK

Stockholders may enter into agreements restricting the right to freely transfer stock in the corporation. This legend on the share certificates will state that there may be a restriction upon share transfer.

ARTICLE XI. REGISTERED AGENT AND OFFICE

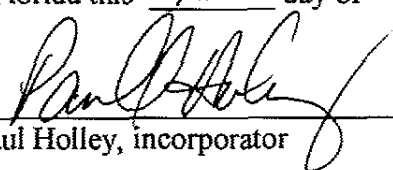
The Registered Agent designated for this corporation is Paul Holley whose registered address is 1130 Sweetbriar Station, Fort Walton Beach, FL 32547.

ACCEPTANCE

I hereby accept the foregoing designation of Registered Agent of Direct Holdings, Inc., dated this 12th day of December 2002.


Paul Holley

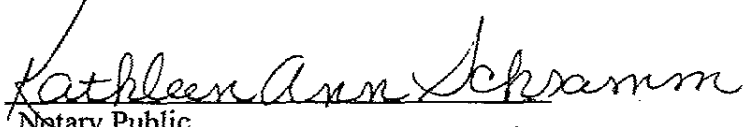
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation under the laws of the State of Florida this 12TH day of DECEMBER, 2002.


Paul Holley, incorporator

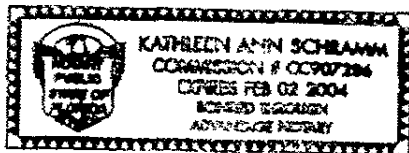
State of Florida
County of Martin

The foregoing instrument was sworn to and subscribed before me this 12TH day of December, 2002, by Paul Holley, (Please Check One of the Following)
☒ who is personally known to me or [] who has produced _____
(Type of Identification) as identification. Witness my hand and official seal in the County of Martin and State named above.

(SEAL)


Notary Public

My Commission Expires: 02/02/04



SECRETARY OF STATE
DIVISION OF CORPORATIONS
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