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Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

COMMISSION DIRECT, INC.

Certificate of Status	0
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DIVISION OF CORPORATION
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ARTICLES OF INCORPORATION
OF
COMMISSION DIRECT, INC.

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation of such Corporation:

ARTICLE I
NAME

The name of the corporation shall COMMISSION DIRECT, INC.

ARTICLE II
DURATION

The corporate existence shall begin at the time of subscription and acknowledgment of these Articles, except that in the event these Articles are not filed with the Department of State within five (5) days, exclusive of legal holidays, after subscription and acknowledgment hereof, corporate existence shall begin when these Articles are filed with the Department of State. This Corporation shall exist perpetually, unless sooner dissolved according to law.

ARTICLE III
PURPOSE

The purpose for which the Corporation is organized are to engage in any activity of business permitted under the Laws of the United States and of the State of Florida.

ARTICLE IV
CAPITAL STOCK

The Corporation is authorized to issue One Thousand (1000) shares of One (\$1.00) Dollar par value common stock.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 7301-A W. Palmetto Park Road, Suite 305-C, Boca Raton, Florida 33433 and the name of the initial registered agent of this corporation is STEPHEN R. GLADSTONE.

Prepared By:
STEPHEN R. GLADSTONE, PA
7301-A W. Palmetto Park Road
Suite 305-C
Boca Raton, Florida 33433

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ARTICLE VI
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

NAME	ADDRESS
LEONARD KALEKY	7300 W. Camino Real Boulevard Suite 223 Boca Raton, Fl. 33433

ARTICLE VII
PRINCIPAL PLACE OF BUSINESS

The principal place of business of said corporation shall be 7300 W. Camino Real Boulevard, Suite 223, Boca Raton, Fl. 33433. This corporation shall have the privilege of having branch offices at other places within or without the State of Florida.

ARTICLE VIII
INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director to the full extent permitted by law.

ARTICLE IX
AMENDMENT

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

ARTICLE X
INCORPORATOR.

The name and address of the Incorporator and the person signing these Articles is Leonard Kaleky, 7300 W. Camino Real Boulevard, Suite 223, Boca Raton, Fl. 33433.

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IN WITNESS WHEREOF, the undersigned, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and hereunder set my hand this 8th day of July, 2004.


Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 8th day of July, 2004 by Leonard Kaleky, party to the foregoing Articles of Incorporation, who is personally known to me or who has produced Florida Driver License as identification.


ALICE V. CASTELLI

Notary Public, State of Florida

My Commission Expires:



Alice V. Castelli
My Commission DD287746
Expires March 08, 2008

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/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.

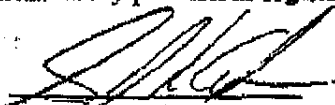
1. The name of the corporation is:

COMMISSION DIRECT, INC.

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

STEPHEN R. GLADSTONE
7301-A W. Palmetto Park Road
SUITE 305-C
BOCA RATON, FL. 33433


Having been named as registered agent and to accept service of process for the above-named 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.


Stephen R. Gladstone


Date

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 8th day of July, 2004 by
STEPHEN R. GLADSTONE, who is personally known to me.


ALICE V. CASTELLI
Notary Public, State of Florida

My Commission Expires:



Alice V. Castelli
My Commission D0207748
Expires March 08, 2008

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