

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 323
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904-222-0393 FAX

CSC networks

MAIL TO:
P.O. Box 5828
TALLAHASSEE, FL 32314

800-342-8086

P95000005080

95 JAN 20 AM 9:32
DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 527614 6441A

AUTHORIZATION : *Patricia Pyzdek*

COST LIMIT : \$ 122.50

ORDER DATE : January 19, 1995

ORDER TIME : 3:36 PM

600001385166

ORDER NO. : 527614

CUSTOMER NO: 6441A

CUSTOMER: Joan Kelly, Legal Asst
FLEMING O'BRYAN & FLEMING

Suite 1700
500 East Broward Boulevard
Fort Lauderdale, FL 33394

DOMESTIC FILING

P95000005080

NAME: DIRECT RESOURCE NETWORK, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carol J. Davis

EXAMINER'S INITIALS.

FILED
95 JAN 20 AM 9 42
SECRET
TALLAHASSEE, FLORIDA

DM
1-20-95
02/A

ARTICLES OF INCORPORATION
OF
DIRECT RESOURCE NETWORK, INC.

FILED
95 JAN 20 AM 9 42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

DIRECT RESOURCE NETWORK, INC.

The address of the principal office of this corporation shall be 3706 North Ocean Boulevard, Suite 220, Ft. Lauderdale, Florida 33308 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 25,000,000 shares of common stock having \$.00004 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Information Services, Inc.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Information Services, Inc.
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of
Corporation Information Services, Inc., has hereunto set
their hand and seal of Corporation Information Services,
Inc., on January 19, 1995.

CORPORATION INFORMATION SERVICES, INC.

By: Gail Shelby
Its Agent, Gail Shelby

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Information Services, Inc., a Florida
corporation authorized to transact business in this
State, having a business office identical with the
registered office of the corporation named above, and
having been designated as the Registered Agent in the
above and foregoing Articles, is familiar with and
accepts the obligations of the position of Registered
Agent under Section 607.0505, Florida Statutes.

CORPORATION INFORMATION SERVICES, INC.

By: Gail Shelby
Its Agent, Gail Shelby

CJD/cjd