

P95000022097

LAW OFFICES
ISLEY AND DEREUIL, P.A.
SUITE 474
1040 BAYVIEW DRIVE
FONT LAUDENDALE, FLORIDA 33304

HUGH B. ISLEY JR.
LOUIS J. DEREUIL

March 13, 1995

TEL (305) 564-7525
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Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

SUBJECT: (1) Hirol USA, Inc.
(2) Hirol ~~Florida~~, Inc.

Enclosed herewith please find an original and one (1) copy of the articles of incorporation for each of the above corporations. We have also enclosed a check drawn in the amount of \$245 in payment of the fees for both corporations, consisting of the filing fee of \$35, the certified copy fee of \$52.50, and the registered agent fee of \$35.00 for each. Please return to us in due course the certified articles for each corporation.

Very truly yours,

Clinton M. Tarkoe
Clinton M. Tarkoe

Enclosures.

ARTICLES OF INCORPORATION
OF
HIROL FLORIDA, INC.

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

The name of the corporation shall be HIROL FLORIDA, INC.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 1,000 shares. All such shares shall be of a single class, designated as common and shall have a par value of \$10 per share.

ARTICLE IV

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE V

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

ARTICLE VI

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of one director whose name and address is as follows:

Richard P. O'Loughlin 6500 NW 12th Avenue, Ste 120
Ft. Lauderdale, FL 33309

ARTICLE VII

The initial registered agent of the corporation is Louis J. DeReuil. The street address of the corporation's initial registered office is 1040 Bayview Dr., Ste 424, Ft. Lauderdale, FL 33304.

ARTICLE VIII

The principal place of business and mailing address of this corporation shall be: 6500 NW 12th Avenue, Ste 120, Ft. Lauderdale, FL 33309.

ARTICLE IX

The name and address of the incorporator to these Article of Incorporation is Clinton M. Tarkoe, 1040 Bayview Dr., Ste 424, Ft. Lauderdale, FL 33304.

The undersigned incorporator has executed these Articles of Incorporation this 13th day of March, 1995.


Clinton M. Tarkoe, Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under 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: HIROL FLORIDA INC.
2. The name and address of the registered agent and office is:

Louis J. DeRoull 1040 Bayview Dr., Ste 424
Ft. Lauderdale, FL 33304

Date: 3/13/95

Signature: Clinton M. DeRoull

Title: President

CONSENT TO SERVE AS REGISTERED AGENT
FOR
HIROL FLORIDA, INC.

Having been named in the state of Florida as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Date:

Louis J. DeRoull
Signature of Registered Agent

P95000022097



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

**ARTICLES OF MERGER
Merger Sheet**

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MERGING:

HIROL USA, INC., a Florida corporation, P95000022087

HIROL FLORIDA, INC., a Florida corporation, P95000022097

THE HIROL COMPANY, INC., a Florida corporation, 403118

into

TRICOR DIRECT, INC., a Delaware corporation F96000000956

File date: February 26, 1996

Corporate Specialist: Darlene Connell