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Transmittal Letter

March 28, 1995

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 MAR 28 PM 2:11

**SUBJECT: MARKETING DIMENSIONS, INC.**

Dear Sir:

Enclosed please find an original and one (1) copy articles of incorporation and our check in the amount of \$ 78.75 to cover the filing fee, certificate and designation of registered agent.

**FROM:** Robert G. Tedeschi  
P.O. Box 10787  
Jacksonville, FL 32247-0787  
Day Phone (904) 396-1140

Sincerely,

*Robert G. Tedeschi*

Robert G. Tedeschi

Enclosures

SDK

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

ARTICLES OF INCORPORATION  
OF  
MARKETING DIMENSIONS, INC.

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The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I NAME**

The name of the corporation shall be MARKETING DIMENSIONS Inc.

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business shall be 1451 Louisa Street, Jacksonville, FL 32207 and the mailing address shall be P.O. Box 10787, Jacksonville, FL 32247-0787.

**ARTICLE III CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$10.00 per share.

**ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent of the corporation is Robert G. Tedeschi, 1451 Louisa Street, Jacksonville, Florida 32207.

**ARTICLE V INCORPORATORS**

The names and street addresses of the incorporators to these Articles of Incorporation are

Robert G. Tedeschi,  
1451 Louisa Street  
Jacksonville, FL 32207

Ralph W. Appleby  
1451 Louisa Street  
Jacksonville, FL 32207

**ARTICLE VI SPECIAL PROVISIONS**

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

#### **ARTICLE VII TERM OF EXISTENCE**

This corporation shall exist perpetually.

#### **ARTICLE VIII LIMITATION OF LIABILITY**

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

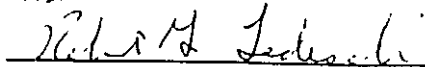
#### **ARTICLE IX SELF DEALING**

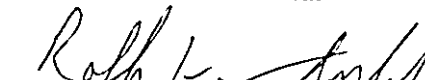
No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

Robert G. Tedeschi  
Ralph W. Appleby

The undersigned incorporators have executed these Articles of Incorporation this 28 th day of March, 1995.

  
\_\_\_\_\_  
Signature of Robert G. Tedeschi

  
\_\_\_\_\_  
Signature of Ralph W. Appleby

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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 corporations is: **MARKETING DIMENSIONS, INC.**
2. The name and address of the registered agent and office is:  
Robert G. Tedeschi  
1451 Louisa Street  
Jacksonville, FL 32207

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated above. I 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

Robert G. Tedeschi 3-28-95

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CLERK OF COURT