

1201 HAYS STREET
TALLAHASSEE, FL 32301

800-342-8086



PA 500037073

ACCOUNT NO. : 072100000032

REFERENCE : 596575 069010

AUTHORIZATION :

Patricia Pizato

COST LIMIT : \$ 122.50

ORDER DATE : May 10, 1995

ORDER TIME : 10:37 AM

ORDER NO. : 596575

700001482687

CUSTOMER NO: 869010

CUSTOMER: Ms. Jennifer Connor - 869010

DOMESTIC FILING

NAME: GLOBAL ELECTRONIC MARKETING,
INC.

FILED
95 MAY 10 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: Maria I. Newport

EXAMINER'S INITIALS:

T. BROWN MAY 10 1995

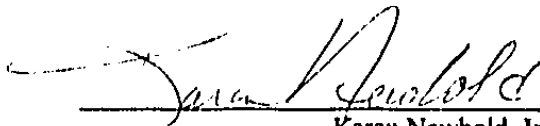
WRITTEN CONSENT
OF
INCORPORATOR TO
ORGANIZATIONAL ACTION
OF
GLOBAL ELECTRONIC MARKETING, INC.

Under Section 607.0205 of the Florida Business Corporation Act

The following action is taken this day through this instrument by the incorporator of the above-named corporation.

The election of the following person to serve as the director of the corporation until the first shareholders' meeting at which directors are elected:

Joseph Sgarlata

A handwritten signature in dark ink, appearing to read 'Karan Newbold', is written over a horizontal line.

Karan Newbold, Incorporator

ARTICLES OF INCORPORATION
OF
GLOBAL ELECTRONIC MARKETING, INC.

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The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporation name for the corporation (hereinafter called the "corporation") is Global Electronic Marketing, Inc.

SECOND: The address, wherever located, of the principal office of the corporation, if known, is 1200 West SR 434, Ste. 300, Longwood, Florida 32750.

THIRD: The mailing address, wherever located, of the corporation is 1200 West SR 434, Ste. 300, Longwood, Florida 32750.

FOURTH: The number of shares that the corporation is authorized to issue is 100 all of which are at \$1.00 par value and are of the same class and are to be Common shares.

FIFTH: The street address for the initial registered office of the corporation in the State of Florida is Karan Newbold, 1200 West SR 434, Ste. 202, Longwood, Florida 32750.

The name of the initial registered agent of the corporation at the said registered office is Karan Newbold.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

SIXTH: The name and the address of the incorporator are:

NAME

ADDRESS

Karan Newbold

1200 West SR 434, Ste. 202
Longwood, FL 32750

SEVENTH: The purposes for which the corporation is organized is to engage in any lawful business for which corporations may be organized under the Florida Business Corporations Act.

EIGHTH: The duration of the corporation shall be perpetual.

NINTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

TENTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

Signed on 12th day 9, 1985

Karan Newbold
Karan Newbold, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.

WEALTH LAW

By: _____

Karan Newbold

Date: _____

5/9/95

FILED
65 MAY 10 PM 3 09
SECRETARY OF STATE
TALLAHASSEE, FL 32304