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TO: DIVISION OF CORPORATIONS

FROM: EMPIRE CORPORATE KIT COMPANY

DEPARTMENT OF STATE

1492 W FLAGLER ST

STATE OF FLORIDA

SUITE 200

409 EAST GAINES STREET

MIAMI FL 33135-

TALLAHASSEE, FL 32399

CONTACT: RAY STORMONT

FAX: (904) 922-4000

PHONE: (305) 541-3694

FAX: (305) 541-3770

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: DIRECTRESULTS MARKETING, INC.

FAX AUDIT NUMBER: H95000005602

CURRENT STATUS: REQUESTED

DATE REQUESTED: 05/18/1995

TIME REQUESTED: 14:03:02

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Moriharn  
Secretary of State

May 19, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: DIRECTRESULTS MARKETING, INC.  
REF: W95000010626

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Loria Poole  
Corporate Specialist

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Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

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ARTICLE VII. DIRECTORS

This corporation shall have not less than one directors.

ARTICLE VIII. INITIAL DIRECTORS

The names, titles and addresses of the first Board of Directors are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Robert Rubinowitz	. Pres/Dir	471 N.E. 210 Circle Terrace #201 North Miami Beach, FL. 33179

These Officers shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified.

ARTICLE IX. SUBSCRIBERS

The names and addresses of each subscriber to these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Robert Rubinowitz	471 N.E. 210 Circle Terrace Unit 201 North Miami Beach, FL. 33179	100

KY 5000005602

ARTICLE X. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this Corporation is 471 N.E. 210th Circle Terrace, Unit 201, No. Miami Beach, FL. 33179 and the name of the initial Registered Agent of this Corporation is Robert Rubinowitz


ARTICLE XI. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' meeting by a majority of the Stockholders entitled to vote thereon.

ARTICLE XII. INSPECTION OF BOOKS AND RECORDS

The Board of Directors, from time to time, shall determine whether and to what extent and what time and place, and under what conditions and regulations, the accounts and books of the Corporation, or any other records of the Corporation, shall be open to inspection by the Stockholders, and no Stockholder shall have the right to inspect any account or document of the Corporation except as permitted by Statute, or Board of Directors, or by resolution of the Stockholders.

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation, at Broward County, Florida, this 16th day of May 1995 for the uses and purposes aforesaid.

  
\_\_\_\_\_  
Robert Rubinowitz (SEAL)

\_\_\_\_\_  
(SEAL)

\_\_\_\_\_  
(SEAL)

STATE OF FLORIDA )  
COUNTY OF BROWARD ) SS

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared:

to me known to be the persons who subscribed to the foregoing Articles of Incorporation, and they acknowledged before me that they did subscribe thereto for the uses and purposes therein mentioned and set forth.

WITNESS my hand and official seal in the County and State above set forth this 16th day of May 1995

MAY-18-1995 14:04 FROM EMPIRE  
CD01 SMD (SEAL)  
NOTARY PUBLIC  
STATE OF FLORIDA  
COMMISSION EXPIRES 06/09/95  
DIV CORP ELT FI P.12

NY 500005602

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
THIS STATE, NAMING AGENT UPON WHOM PROCESS  
MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following  
is submitted in compliance with said Act:

FIRST, that DirectResults Marketing, Inc.  
desiring to organize under the laws of Florida, with its principal office,  
as indicated in the Articles of Incorporation, at the City of N. Miami Beach,  
Florida, hereby designates Robert Rubinowitz  
as its agent to accept service of process within this State.

Having been named to accept service of process for the above stated  
corporation, at the place designated in this Certificate, I hereby accept  
to act in this capacity, and agree to comply with the provisions of said  
Act relative to keeping open said office.

  
Robert Rubinowitz

OFFICE OF THE  
CLERK OF THE  
COURT  
STATE OF  
FLORIDA

55 MAY 19 1995  
PM 3:41

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