

P95000039896

VIA CERTIFIED MAIL

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

EFFECTIVE DATE

5-14-95

200001494162

-05/19/95--01015--004

*****70.00 *****70.00

Re: Incorporation of America Direct Services, Inc. (the "Corporation")

Dear Sir or Madam:

Enclosed please find:

(1) an original and one (1) copy of the Articles of Incorporation for the above-referenced Corporation; and

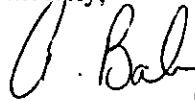
(2) requisite fees in the amount of \$70.00 in the form of a check payable to the Florida Department of State.

Kindly stamp the enclosed copy of the Articles of Incorporation with the effective date and remit same to the undersigned at:

Andrew E. Balog
3300 N.E. 191st Street
Suite 415
Aventura, Florida 33180

Should you have any questions, please do not hesitate to contact the undersigned at (305) 579-8000.

Sincerely,


Andrew E. Balog

AEB/mg
Enclosure

FILED
95 MAY 18 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REGISTER MAY 19 1995

EFFECTIVE DATE
5-14-95

ARTICLES OF INCORPORATION
OF
AMERICA DIRECT SERVICES, INC.

FILED
95 MAY 18 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 corporate name for the corporation is AMERICA DIRECT SERVICES, INC. (the "Corporation").

SECOND: The street address, wherever located, of the principal office of the Corporation is c/o Suite 404A, 4 Ethyl Road, Edison, New Jersey 08817.

The mailing address, wherever located, of the Corporation is c/o Suite 404A, 4 Ethyl Road, Edison, New Jersey 08817.

THIRD: The number of shares that the Corporation is authorized to issue is ten million, par value \$.001 per share, all of which are of the same class and are to be Common shares.

FOURTH: The street address of the initial registered office of the Corporation in the State of Florida is 3300 N.E. 191 Street, Suite 415, Aventura, Florida 33180.

The name of the initial registered agent of the Corporation at the said registered office is Andrew E. Balog.

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.

FIFTH: The name and address of the incorporator are:

NAME

ADDRESS

Andrew E. Balog

3300 N.E. 191 Street, Suite 415
Aventura, Florida 33180

SIXTH: The purposes for which the corporation is organized are to engage in any lawful business for which a corporation may be organized under the Florida Business Corporation Act.

SEVENTH: The duration of the Corporation shall be perpetual.

EIGHTH: Elections of directors need not be by written ballot unless the By-Laws of the Corporation shall provide otherwise.

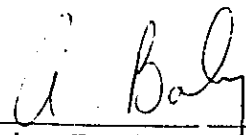
NINTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, 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 any By-law, agreement, 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: The Corporation reserves the right to amend, alter, change or repeal any provision embodied in these Articles of Incorporation, in the manner now or hereinafter prescribed by Statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ELEVENTH: The Board of Directors is expressly authorized to adopt, amend or repeal the By-Laws of the Corporation.

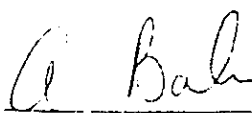
TWELFETH: The corporate existence of this Corporation shall commence on May 14, 1995.

Signed on May 15, 1995.



Andrew E. Balog, 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.

By: 

Andrew E. Balog

Date: May 15, 1995

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA