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CT CORPORATION SYSTEM

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CORPORATION(S) NAME

Quarterdeck Direct, Inc.

☒ Profit - Articles

☐ NonProfit

☐ Limited Liability

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☐ Merger

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Annual Report

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B. REGISTER JUN 27 1995

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CR2E031 (1-89)

**ARTICLES OF INCORPORATION
OF
QUARTERDECK DIRECT, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as sole incorporator of QUARTERDECK DIRECT, INC. (hereinafter, the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, as hereafter amended and modified (the "FBCA") hereby adopts the following Articles of Incorporation (the "Articles") for the Corporation:

ARTICLE I

Name

The name of the Corporation is: QUARTERDECK DIRECT, INC.

ARTICLE II

Business and Activities

The Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

Shares

The total number of shares which the Corporation shall have the authority to issue shall be Ten Thousand (10,000) shares, consisting of a single class of common stock having a par value of \$.01 per share.

ARTICLE IV

Preemptive Rights

No shareholder of the Corporation shall have any preferential or preemptive right to subscribe for or purchase from the Corporation any new or additional shares of capital stock or securities convertible into shares of capital stock, of the Corporation, whether now or hereafter authorized.

ARTICLE V
Principal Office

The address of the Principal Office of the Corporation is 150 Pico Boulevard, Santa Monica, California 90405. The location of the Principal Office shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

ARTICLE VI
Mailing Address

The mailing address of the Corporation is 150 Pico Boulevard, Santa Monica, California 90405.

ARTICLE VII
Initial Registered Office and Agent

The address of the initial Registered Office of the Corporation is 1200 S. Pine Island Road, Plantation, FL 33324, and the initial Registered Agent at such address is C T Corporation System.

ARTICLE VIII
Initial Board of Directors

The number of Directors constituting the initial Board of Directors of the Corporation is two (2). The number of Directors may be increased or decreased from time to time, but in no event shall the number of Directors be less than one (1). The names and addresses of the persons who are to serve as the initial Directors and until successor Directors are elected and qualified are as follows:

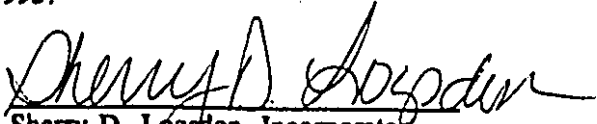
Stephen W. Troop
Gaston Bastiaens

ARTICLE IX
Incorporator

The name and address of the sole incorporator of the Corporation is: Sherry D. Logsdon, Foley & Lardner, 100 North Tampa Street, Suite 2700, Tampa, Florida 33602.

IN WITNESS WHEREOF, these Articles have been signed by the

undersigned incorporator this 23 day of June, 1995.


Sherry D. Logsdon, Incorporator

**ACCEPTANCE OF APPOINTMENT BY INITIAL
REGISTERED AGENT**

THE UNDERSIGNED, a corporation resident of the State of Florida, having been named in Article VII of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as Registered Agent of Quarterback Direct, Inc.

DATED, this 26th day of June, 1995.

C T Corporation System

By: Connie Bryan
Its: _____

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

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