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STANLEY M. LEEKO
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KRISTIN S. NELSON

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CR 95/0011
DAVID J. BLUMENTHAL
also adm. TX

JUNE, 12 1995

(404) 843-9666
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FLORIDA SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

RE: INCORPORATION OF DIRECT HOME MARKETING, INC.

DEAR SIR OR MADAM :

ENCLOSED PLEASE FIND AN ORIGINAL AND ONE (1) COPY OF THE ARTICLES OF INCORPORATION AND CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE FOR THE ABOVE CORPORATION AND A CHECK IN THE AMMOUNT OF \$122.50. WOULD YOU PLEASE FILE THE ARTICLES OF INCORPORATION AND RETURN A CERTIFIED COPY TO ME IN THE ENCLOSED, STAMPED ENVELOPE?

THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER.

KIND REGARDS

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VERY TRULY YOURS,


NED BLUMENTHAL

CC: ANDREW M. FORTNEY

D. BROWN JUL 20 1995

ARTICLES OF INCORPORATION OF
DIRECT HOME MARKETING, INC.

The undersigned incorporator, 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:

Direct Home Marketing, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be:

5235 Majorca Club Drive
Boca Raton, FL 33486

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

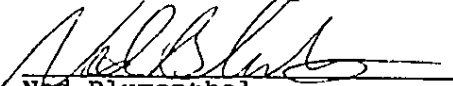
Andrew M. Fortney
5235 Majorca Club Drive
Boca Raton, FL 33486

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Ned Blumenthal
4651 Roswell Road
Suite G-602
Atlanta, Georgia 30342

The undersigned has executed these Articles of Incorporation this 9th day of June, 1995.


Ned Blumenthal
Incorporator


CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, 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 corporation is: Direct Home Marketing, Inc.
2. The name and address of the registered agent and office is:

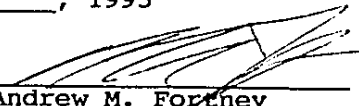
Andrew M. Fortney
5235 Majorca Club Drive
Boca Raton, FL 33486

This 9th day of June, 1995.


Ned Blumenthal
Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

This 13 day of JUNE, 1995


Andrew M. Fortney
Registered Agent

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12:18 PM
FBI - MIAMI