

Harvey L. Rubinchik, P.A.

HARVEY L. RUBINCHIK
ATTORNEY AT LAW

PRUDENTIAL PLAZA
1776 NORTH PINE ISLAND ROAD
SUITE 11B
PLANTATION, FLORIDA 33322

(305) 474-2001
FAX: (305) 474-5311

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

400001544364
-07/24/95--01092--006
****122.50 ****122.50

RE: Term Direct, Inc.

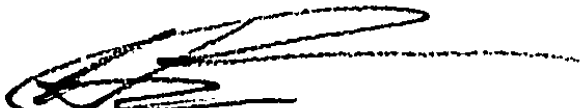
Dear Sirs:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced corporation.

Also enclosed is a check in the amount of \$122.50, in payment of the \$35.00 filing fees, \$52.50 for one certified copy of the Articles of Incorporation and \$35.00 for Registered Agent Designation.

Thank you for your prompt attention to this matter.

Very truly yours,



HARVEY L. RUBINCHIK

HLR:mzm

Enclosures

*HLR
7/24/95*

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 JUL 24 PM 8:54

FILED

ARTICLES OF INCORPORATION

OF

TERM DIRECT, INC.

FILED

95 JUL 24 PM 3: 54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name of the corporation is:

ARTICLE I

TERM DIRECT, INC.

ARTICLE II

The corporation shall have perpetual existence.

ARTICLE III

This corporation is organized for the purpose of transacting any business lawful under the laws of the State of Florida.

ARTICLE IV

The maximum number of shares of stock the corporation is authorized to have outstanding at any time shall be Five Hundred (500), with a normal par value of One and 00/100 (\$1.00) Dollar per share.

ARTICLE V

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the same price at which it is offered to others.

ARTICLE VI

The principal office of this corporation shall be located at 20407 S.W. 54th Place, City of Fort Lauderdale, County of Broward, State of Florida.

ARTICLE VII

The street address of the initial registered office of this corporation is 1776 N. Pine Island Road, Suite 118, Plantation, FL 33322, and the name of the initial registered agent of this corporation is Harvey L. Rubinchik.

ARTICLE VIII

This corporation shall have two (2) directors initially. The number of directors may either be increased or diminished from time to time by the By-laws but shall never be less than one (1). The name and address of the initial director of this corporation is as follows:

Patricia C. Eissa

20407 S.W. 54th Place
Fort Lauderdale, Florida 33332

Charles Eissa

4696 N. Andrews Avenue
Fort Lauderdale, Florida 33309

ARTICLE IX

The names and addresses of the person subscribing to these Articles of Incorporation is as follows:

Patricia C. Eissa

20407 S.W. 54th Place
Fort Lauderdale, Florida 33332

Charles Eissa

4696 N. Andrews Avenue
Fort Lauderdale, Florida 33309

ARTICLE X


The corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, Florida Statutes 607.

ARTICLE XI

It is the intent of the initial subscriber to initially qualify this corporation under Internal Revenue Service Code Section 1244, and all applicable regulations at the initial incorporation date.

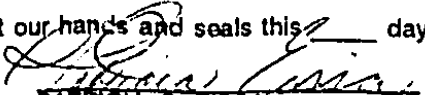
ACKNOWLEDGMENT

Having been named to accept service of process for TERM DIRECT, INC. at the place designated in Article VII, I hereby accept such appointment and agree to comply with the provisions of the Florida General Corporate Act, Florida Statute 607, relative to keeping said office open.




HARVEY L. RUBINCHIK

WE, the undersigned, being the original subscribers to these Articles of Incorporation for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby make, subscribe, acknowledge and file this Certificate hereby declaring and certifying that the facts herein stated are true and accordingly have hereunto set our hands and seals this _____ day of July, 1995.



PATRICIA C. EISSA




CHARLES EISSA

FILED
95 JUL 21 PM 8:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 PATRICIA C. EISSA, to me known to be the person who subscribed to the foregoing Articles of Incorporation, and she acknowledged before me that he did subscribe thereto for the uses and purposes therein mentioned and set forth.

WITNESS my hand and seal in the State and County above set forth this 20 day of July, 1995.



NOTARY PUBLIC, State of Florida
My Commission expires:

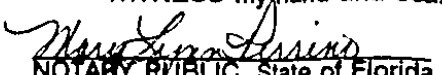


MARY LYNN PERRINO
My Commission CC457507
Expires May, 01, 1999
Bonded by HAI
800-422-1555

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

WITNESS my hand and seal in the State and County above set forth this 20 day of July, 1995.



NOTARY PUBLIC, State of Florida
My Commission expires:



MARY LYNN PERRINO
My Commission CC457507
Expires May, 01, 1999
Bonded by HAI
800-422-1555