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WOLFSON & STARKMAN
ATTORNEYS AT LAW
(A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS)
GABLES INTERNATIONAL PLAZA
2055 LEJEUNE ROAD • PENTHOUSE 1-D
CORAL GABLES, FLORIDA 33104

BERNARD WOLFSON, P.A.
MARK R. STARKMAN, P.A.

TELEPHONE
(305) 440-4204
TELECOMMER
(305) 440-1513

August 1, 1995

Secretary of State
Division of Corporations
The Capitol
Tallahassee, Florida 32301

900001553239
-08/04/95--01035--015
****122.50 ****122.50

Re: Articles of Incorporation for
B'S DIRECT MARKETING ASSOCIATES, INC.

Gentlemen/Ladies:

Enclosed herewith find the original and duplicate copy of the Articles of Incorporation of the above named proposed corporation. The duplicate copy has been subscribed in the same manner as the original. Please endorse your approval of the Articles on the duplicate copy, certify it and return it to this office.

The enclosed check in the amount \$122.50 is to cover the following items:

Filing Fee	\$35.00
Certified copy	52.50
Resident Agent Form	35.00
TOTAL	\$122.50

Yours truly,


Mark R. Starkman

MRS/es

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG 15 AM 11:31

W95-15862

8/7/95



FLORIDA DEPARTMENT OF STATE

August 7, 1995

Sandra B. Mortham
Secretary of State

WOLFSON & STARKMAN
GABLES INTERNATIONAL PLAZA
2655 LEJEUNE ROAD, PENTHOUSE I-D
CORAL GABLES, FL 33134

SUBJECT: B'S DIRECT MARKETING ASSOCIATES, INC.
Ref. Number: W95000015862

We have received your document for B'S DIRECT MARKETING ASSOCIATES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 495A00036925

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**ARTICLES OF INCORPORATION
OF**

B'S DIRECT MARKETING ASSOCIATES, INC.

The undersigned forms this corporation for profit in accordance with the Florida General Corporation Act.

ARTICLE I - NAME

The name of the corporation is B'S DIRECT MARKETING ASSOCIATES, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal office and mailing address of the corporation is 731 S. Florida Avenue, Lakeland, Florida 33801.

ARTICLE III - DURATION

This corporation shall have perpetual existence commencing on the date these Articles are filed with the Secretary of State.

ARTICLE IV - PURPOSES

The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this State, and to do everything necessary, proper, advisable or convenient for the accomplishment of said purposes, and to do all other things incidental to them or by other law, or by these Articles of Incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district or possession of the United States or by the foreign country.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE VI - PREEMPTIVE RIGHTS

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 issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2655 LeJeune Road, Suite PH1-D, Coral Gables, Florida 33134 and the name of the initial registered agent of this corporation at that address is Mark R. Starkman.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either 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:

Mark R. Starkman

2655 LeJeune Road, Suite PH1-D

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles is:

Mark R. Starkman

2655 LeJeune Road, Suite PH1-D
Coral Gables, Florida 33134

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 1st day of August, 1995.



MARK R. STARKMAN

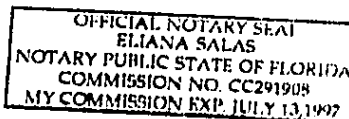
STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 1st day of August, 1995, by MARK R. STARKMAN, who is personally known to me.



NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:



7

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR 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:

That, B'S DIRECT MARKETING ASSOCIATES, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Miami, State of Florida, has named MARK R. STARKMAN, located at 2655 LeJeune Road, Penthouse I-D, Coral Gables, Florida 33134 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 place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



MARK R. STARKMAN

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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