

P96000003448

ICARD, MERRILL, CULLIS, TIMM, FUREN & GINSBURG, P.A.

ATTORNEYS AND COUNSELLORS

THOMAS P. ICARD (1922-1945)
JAMES W. CULLIS (1927-1987)

JAMES E. AHER
CHARLES J. BARTLETT
PAUL D. BEITLICH**
CHRISTOPHER K. CRAWELL
CHARLES H. CLELAND, JR.
JULIE GINSBURG ELLER
MICHAEL L. FONEMAN
ANDREW K. FRITSCHE
MICHAEL J. FUREN
ARTHUR D. GINSBURG*
STEVEN H. GREENBERG**
P. THOMAS HOPKINS**
THOMAS P. ICARD, JR.**
C. EUGENE JONES*
MARK H. KAPUSTA
DAVID M. LEVIN
ROBERT O. LYONS***
MARK W. MERRILL
WILLIAM W. MERRILL, III*,†
ROBERT E. MEDSICK**

203.3 MAIN STREET, SUITE 600
SARASOTA, FLORIDA 34237-0091

TEL: 1-305-8100

SARASOTA FACSIMILE

(813) 305-8100

100 NORTH TAMPA, SUITE 1100

P.O. BOX 3430

TAMPA, FLORIDA 33601-3430

TEL: 813-221-2100

TAMPA FACSIMILE

(813) 221-0550

TROY H. MYERS, JR.
J. GEOFFREY PFLUGNER
STEPHEN D. REED
F. CHAS. RICHARDSON, JR.
LESLIE D. TALLIOT**
JOHN J. WADKOW

WILLIAM W. MERRILL (RETIRED)
CURTIS J. TIMM (RETIRED)

*BOARD CERTIFIED MARITAL
AND FAMILY LAWYER

**BOARD CERTIFIED
REAL ESTATE LAWYER

***BOARD CERTIFIED
CIVIL TRIAL LAWYER

ADDITIONAL JURISDICTIONS

*ADMITTED IN ILLINOIS
**ADMITTED IN U.S. VIRGIN ISLANDS
***ADMITTED IN MICHIGAN
†ADMITTED IN WASHINGTON, D.C.

REPLY TO: P.O. BOX 4195
SARASOTA, FLORIDA 34230-4195

100001681481
-01/08/96--01051--006
****122.50 ****122.50

January 4, 1996

Corporate Records Bureau
Division of Corporations
Secretary of State
P. O. Box 6327
Tallahassee, Florida 32301

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

56 JAN -8 AM 8:50

FILED

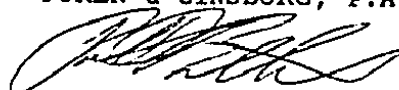
Re: Articles of Incorporation/First Direct, Inc.

Gentlemen:

Enclosed herewith are two copies of the Articles of Incorporation for First Direct, Inc., along with a check in the amount of \$122.50. Once these Articles have been filed, please return a certified copy to the undersigned.

Very truly yours,

ICARD, MERRILL, CULLIS, TIMM,
FUREN & GINSBURG, P.A.



Paul D. Beitlich

PDB/dj
Enclosures
cc: First Direct, Inc.

ARTICLES OF INCORPORATION

OF

FIRST DIRECT, INC.

FILED

96 JAN -8 AM 0:50

SECRETARY OF STATE
TALLAHASSEE FLORIDA

These Articles of Incorporation are made and subscribed for the purpose of organizing a corporation for profit under the Florida General Corporation Act, Chapter 607, Florida Statutes.

I.

NAME

The name of this corporation is:

FIRST DIRECT, INC.

II.

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and the State of Florida, including investment, development, construction, sales and marketing and the like.

III.

CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of common stock, par value one dollar (\$1.00) per share. Each of the said shares shall entitle the holder thereof to one (1) vote at any meeting of the shareholders.

IV.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 7491 Albert Tillinghast Drive, Sarasota, Florida 34240, and the name of the initial registered agent of this corporation is John W. Biddinger, whose address is 7491 Albert Tillinghast Drive, Sarasota, Florida 34240.

V.

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by, or in the manner provided in, the bylaws but shall never be less than one (1). The name and address of the initial directors and officers of this corporation are:

John W. Biddinger, President, Treasurer & Director
7491 Albert Tillinghast Drive
Sarasota, Florida 34240

Paul D. Beitlich, Secretary
2033 Main Street, Suite 101
Sarasota, Florida 34237

VI.

INCORPORATOR

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

Paul D. Beitlich
2033 Main Street; #101
Sarasota, Florida 34237

VII.

PRINCIPAL OFFICE

For purposes other than contacting the registered agent, the mailing address of the principal office of the Corporation is: 7491 Albert Tillinghast Drive, Sarasota, Florida 34240.

VIII.

BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the shareholders and except to the extent limited by the shareholders, in the board of directors.

IX.

DURATION

The existence of this corporation shall commence on the date of filing of these Articles by the Secretary of State, and shall be perpetual.

X.

AMENDMENT

This corporation reserves the right to amend, alter, change or repeal any provisions contained in this Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law, and any right conferred upon the stockholders is subject to this reservation.

XI.

PREEMPTIVE RIGHTS

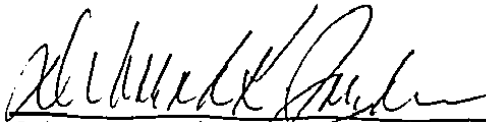
Every shareholder, upon the issuance for cash, property or services of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 4th day of January, 1996.

 (SEAL)
PAUL D. BEITLICH

STATE OF FLORIDA)
)
COUNTY OF SARASOTA)

The foregoing instrument was acknowledged before me this 4th day of January, 1996, by Paul D. Beitlich, who is personally known to me or who has produced _____ as identification.


Notary Public
Printed Name: Deborah K. Jordan
Title or Rank: _____
Serial No. if any: _____



DEBORAH K. JORDAN
MY COMMISSION # GC 179126 EXPIRES
MARCH 19, 1996
BONDED THRU TROY F. INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHO PROCESS
MAY BE SERVED.

Pursuant to Section 607.034, Florida Statutes, FIRST DIRECT,
INC., desiring to organize under the laws of the State of Florida,
has named JOHN W. BIDDINGER, located at 7491 Albert Tillinghast
Drive, Sarasota, Florida 34240, as its agent to accept service of
process within this state.

Having been named to accept service of process for the above
corporation at the place designated in this certificate, I hereby
accept appointment in such capacity, and agree to comply with the
provisions of said Act relative to keeping open said office.



JOHN W. BIDDINGER
(Registered Agent)

F:\pdbc\corp\direct.art

FILED
96 JAN -8 AM 8:51
TALLAHASSEE
SECRETARY OF STATE