

JAN-25 1996 12:16

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((H9000001232))

TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATION COMPANY
STATE OF FLORIDA 1452 W. FLAGLER ST.
400 EAST GARDNER STREET SUITE 200
TALLAHASSEE, FL 32399 MIAMI FL 33138-

FAX (904) 922-4000

CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

((H90000001232))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: CAM, INC.

FAX AUDIT NUMBER: H90000001232

DATE REQUESTED: 01/25/1996

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CERTIFICATE OF STATUS: 0

METHOD OF DELIVERY: FAX

ACCOUNT NUMBER: 072450003255

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95 JAN 26 PM 4:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DIVISION OF CORPORATIONS

95 JAN 25 PM 2:54

RECEIVED



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 26, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: CAM, INC.
REF: W96000001987

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H96000001232
Letter Number: 296A00003475

(4)

**ARTICLES OF INCORPORATION
OF**

COMPUTER ASSISTED MARKETING, INC.

ARTICLE I - NAME

The name of this Corporation is
COMPUTER ASSISTED MARKETING, INC.

ARTICLE II - DURATION

This Corporation shall exist perpetually commencing on the date
these Articles are filed.

ARTICLE III - PURPOSE

This Corporation is organized for the transaction of any and all
lawful purpose.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue five hundred shares of
\$1.00 par value, which said shares shall be designated as
"Common Shares"

ARTICLE V - INITIAL REGISTERED AND PRINCIPAL OFFICE AND AGENT

The street address of the initial registered and principal office
of the Corporation is 7700 N. Kendall Drive, Suite 505,
Miami, FL 33156

The name of the initial Registered Agent of this
Corporation is Michael K. Fish

Michael K. Fish, C.P.A., P.A.
7700 North Kendall Drive
Suite 505
Miami, FL 33156
305-279-8484

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CLERK OF DISTRICT COURT
MIAMI, FLORIDA

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have three (3) initial directors. The number of directors may increase from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial directors of this Corporation is:

Mac Bright
1287 East Newport Center Drive, Suite 203
Deerfield Beach, Florida 33442

Charlie Kasanicky
1287 East Newport Center Drive, Suite 203
Deerfield Beach, Florida 33442

Andy Kasanicky
1287 East Newport Center Drive, Suite 203
Deerfield Beach, Florida 33442

ARTICLE VII - INCORPORATOR

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

Andy Kasanicky
1287 East Newport Center Drive, Suite 203
Deerfield Beach, Florida 33442

ARTICLE VIII

This Corporation shall have all of the Corporate powers enumerated in the Florida General Corporation Act.

ARTICLE IX - AMENDMENT

This Corporation reserves the right to amend, rescind, or repeal any provisions contained in these Articles of Incorporation, and amendment thereof, and any right conferred upon the shareholders herein to this reservation.

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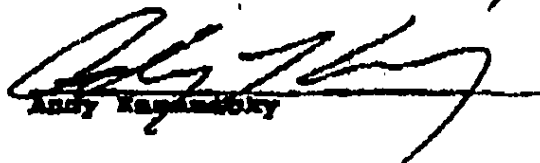
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ARTICLE I - INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24th day of JANUARY 1996.


Andy Kapankovsky

ACKNOWLEDGEMENT:

Having been named as Registered Agent to accept service of process for the above-stated Corporation, at a place designated in these Articles of Incorporation, I hereby agree to act in that capacity, to comply with the provisions of Florida Statutes Section 48.091 and any amendments thereto, and to comply with the provisions of all other Statutes related to the proper and complete performance of my duties.

IN WITNESS WHEREOF, I have hereunto set my hand this 24th day of JANUARY 1996.


Michael K. Fish
Registered Agent

H960000U1232

Computer Assisted Marketing, Inc.

1287 East Newport Center Drive Suite 203 Deerfield Beach, Florida 33442 USA
Phone: (954)419-9333 Fax: (954)419-9330

03/26/96

P96 0000008600

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

500001764485
-04/01/96--01036--017
*****35.00 *****35.00

Dear Sir or Ma'am

I have included a copy of the resignation letter of one of our directors. This director will not be replaced. I have also included the \$35 amendment fee. The tax ID of the company is 65-063-7095.

If you have any questions, I may be reached at the above address and number.

Regards,

Dorliss M. Bright

Dorliss M. Bright
President, CAM, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 29 AM 8:42

RECEIVED
96 MAR 28 PM 3:40
DIVISION OF CORPORATIONS

Off Res.
MAR 28 1996

2/15/96

D. Andrew Kasanicky
672 Siesta Key Circle, #2324
Deerfield Beach, FL 33441

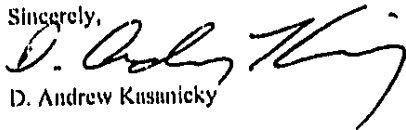
C.A.M. Inc.
Computer Assisted Marketing, Inc.
EIN: 65-063-7095
1287 E. Newport Center Dr, Ste 203
Deerfield Beach, FL 33442

Dear Sirs,

This letter shall serve as formal notice of my resignation as director of CAM, Inc. I will cease all ties and relationships with CAM, Inc. as of 2/20/96.

I wish your company great success in the future.

Sincerely,


D. Andrew Kasanicky

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96 MAR 29 AM 8:42