



1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-0111
904-222-1391 FAX

800-342-8086

RECEIVED
98 JAN 31 PM 19
DIVISION OF REVENUE

ACCOUNT NO. : 072100000032

REFERENCE : 000049 157210A

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pyzdek

ORDER DATE : January 17, 1996

ORDER TIME : 3:40 PM

ORDER NO. : 000049

2101011700000000

CUSTOMER NO: 157210A

CUSTOMER: Mr. Peter Apaliski
MR. PETER APALISKI

Suite 4
6091 Johns Road
Tampa, FL 33634

DOMESTIC FILING

NAME: PA DIRECT MANAGEMENT, INC.

FILED
96 JAN 31 PM 12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

XXX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XXX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON:

~~Lamont W. Jones~~

DANNY SMITH
EXAMINER'S INITIALS:

T. BROWN FEB - 1 1996

FILED
96 JAN 31 PM 12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

PA DIRECT MANAGEMENT, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

PA DIRECT MANAGEMENT, INC.

The address of the principal office of this corporation is 6091 Johns Road, Suite 4, Tampa, Florida 33634, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The names and addresses of the initial members of the Board of Directors are:

Peter Apaliski

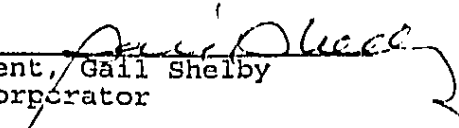
6091 Johns Road, Suite 4
Tampa, Florida 33634

ARTICLE VII. INCORPORATOR

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

Corpora e Agents, Inc.
1201 Hays Street
Tallahassee, Florida 32301

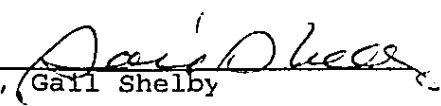
The undersigned incorporator has executed these Articles of Incorporation on January 17, 1996.



Its Agent, Gail Shelby
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 

Its Agent, Gail Shelby

Authorized Service Representative
Corporation Service Company

TFR/DGS