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network
PRACTICE
LEGAL & FINANCIAL SERVICE

ACCOUNT NO. : 072100000032

REFERENCE : 040241 4329325

AUTHORIZATION :

Patricia Piggitt

COST LIMIT : \$ 122.50

ORDER DATE : February 15, 1996

ORDER TIME : 11:10 AM

ORDER NO. : 040241

CUSTOMER NO: 4329325

500001716065

CUSTOMER: William P. Brant, Esq
BRANT MOORE MACDONALD & WELLS,
P.A.
P. O. Box 4548

Jacksonville, FL 32201-4548

DOMESTIC FILING

NAME: WILLIAM COOK DIRECT MARKETING,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: VICKI PEREZ

EXAMINER'S INITIALS: _____

FILED
96 FEB 15 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 FEB 15 PM 12:12
DIVISION OF CORPORATIONS

T. BROWN FEB 15 1996

ARTICLES OF INCORPORATION
OF
WILLIAM COOK DIRECT MARKETING, INC.

FILED
96 FEB 15 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is William Cook Direct Marketing, Inc.

ARTICLE II - NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The authorized capital of the Corporation shall be 10,000 shares of the common stock at a par value of \$1.00 per share.

ARTICLE IV - TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash or property 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 VI - PRINCIPAL OFFICE AND MAILING ADDRESS

The initial street address of the principal office and the mailing address of this Corporation is 225 Water Street, Suite 1600, Jacksonville, Florida 32202. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII - DIRECTORS

This Corporation shall have four (4) Directors initially. The number of Directors may be increased or diminished from time to time, by Bylaws adopted by the Stockholders.

ARTICLE VIII - INITIAL DIRECTORS

The name and street address of the member of the first Board of Directors is:

Bernard C. Schramm, Jr.
225 Water Street, Suite 1600
Jacksonville, Florida 32202

J. Carson Eddings
225 Water Street, Suite 1600
Jacksonville, Florida 32202

William P. Brant
50 N. Laura Street, Suite 3100
Jacksonville, Florida 32202

Al L. Schneider
50 North Laura Street, Suite 3100
Jacksonville, Florida 32202

ARTICLE IX - INCORPORATOR

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

William P. Brant
50 N. Laura Street, Suite 3100
Jacksonville, Florida 32202

ARTICLE X - SECTION 1244 STOCK

The Board of Directors is authorized to issue "Section 1244 Stock", as defined by Section 1244 of the Internal Revenue Code as the same may be amended from time to time.

ARTICLE XI - INITIAL REGISTERED OFFICE AND AGENT

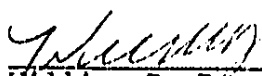
The street address of the initial registered office of this Corporation is 50 N. Laura Street, Suite 3100, Jacksonville, Florida 32202 and the name of the initial registered agent of this Corporation at that address is Brant, Moore, Macdonald & Wells, P.A.

ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended, altered, or changed at any time, and from time to time, in the manner now or hereafter prescribed by the applicable Florida Statutes, and all rights conferred on a stockholder herein are granted subject to this reservation.

ARTICLE XIII - EFFECTIVE DATE


The existence of this Corporation shall commence on the date of filing of these Articles of Incorporation with the Secretary of State.


_____(SEAL)
William P. Brant
Incorporator

REGISTERED AGENT'S ACCEPTANCE

The undersigned, by execution hereof, hereby accepts all of the duties and responsibilities of a Registered Agent for William Cook Direct Marketing, Inc., a Florida corporation, in accordance with Florida Statutes, Section 607.0501.

BRANT, MOORE, MACDONALD &
WELLS, P.A.

By: 

William P. Brant
Its: President
Registered Agent

70104.1