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DIVISION OF REGISTRATION

ACCOUNT NO. : 0721000000002

REFERENCE : 913440 4303929

AUTHORIZATION : Patricia Pyats

COST LIMIT : \$ 122.50

ORDER DATE : April 10, 1996

ORDER TIME : 10:47 AM

ORDER NO. : 913440

CUSTOMER NO: 4303929

CUSTOMER: Ms. Sheryl C. Vainstein
GREENBERG TRAUIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
20th Floor
1221 Brickell Avenue
Miami, FL 33131-3238

300001775593

DOMESTIC FILING

NAME: DIRECT NET MARKETING, INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☒ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Donna Kendrick

EXAMINER'S INITIALS: _____

96 APR 10 PM 12:34
FBI - MIAMI

GB 4/10/96

ARTICLES OF INCORPORATION
OF
DIRECT NET MARKETING, INC.

96 FEB 10 PM 03:36

ARTICLE I

The name of the corporation is DIRECT NET MARKETING, INC., (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 6292-M La Costa Drive, Boca Raton, Florida 33433.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301, and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one, and the name and

address of the member of the Initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified is:

Matthew McDonald
6292-M La Costa Drive
Boca Raton, Florida 33433

ARTICLE VII

The name of the Incorporator is Patricia Menendez Cambo and the address of the Incorporator is 1221 Brickell Avenue, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

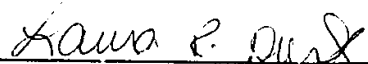
IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 9th day April, 1996.



Patricia Menendez Cambo - Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of DIRECT NET MARKETING, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.



Corporation Service Company - Registered Agent
Laura R. Dunlap, Its Agent
Dated: April 10, 1996