

Finkelstein & Associates
Attorneys At Law
Certified Public Accountants

April 25, 1996

Via U.S. Mail

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

RECEIVED DATE
May 11 1996

Please send any reply to:
Brnd Office

P96000038566

RECEIVED 17 APR 24 1996
-04/23/96--110001--011
***+122.50 ***+122.50

Re: Direct Ink, Inc.

Enclosed please find an original and one copy of the Articles of Incorporation for Direct Ink, Inc. along with our firm check in the amount of \$122.50 to cover the cost of filing and one certified copy of the Articles.

Please file the Articles and return the certified copy to us in the self-addressed, stamped envelope provided.

Thank you for your assistance.

Sincerely,



Derek Taaca
Attorney at Law
For the Firm

Enclosures
/cbc

96 APR 29 PM 5:21
STATION 110001
RECEIVED

GB 5/6/96

ARTICLES OF INCORPORATION
OF
DIRECT INK, INC.

96 JUN 20 AM 11:21

FILED
JUN 20 1996

The undersigned, acting as incorporator of DIRECT INK, INC.
under the Florida General Corporation Act, adopts the following
Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

DIRECT INK, INC.

EFFECTIVE DATE
May 1, 1996

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on May 1,
1996.

ARTICLE III. PURPOSE

This corporation may engage in any activity or business
permitted under the laws of the United States and Florida to the
extent permissible under the laws and rules of the State of
Florida.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares that the corporation is
authorized to have outstanding at any time is 1,000 shares of
common stock having no par value. The consideration to be paid

for each share shall be as fixed by the shareholders, and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation with a value, in the judgment of the shareholders, equivalent to or greater than the full par value of the shares.

ARTICLE V. INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial principal office of the corporation is 1111 Third Avenue West, Suite 160, Bradenton, FL 34205. The corporation's registered agent is Andrew D. Romines, located at 1537 Third Avenue West, Bradenton, FL 34205.

ARTICLE VI. MANAGEMENT BY SHAREHOLDERS

All powers of the corporation shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the shareholders, rather than a board of directors. The shareholders shall be deemed directors when required by the context of any law or bylaw. The name and street address of the original shareholder is:

Name

Andrew D. Romines

Address

1537 Third Avenue West
Bradenton, FL 34205

ARTICLE VII. INCORPORATION

The name and street address of the incorporator is:

Name

Address

Andrew D. Romines

1537 Third Avenue West
Bradenton, FL 34205

The incorporator of the corporation assigns to this corporation his rights under Section 607.161, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the shareholders any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

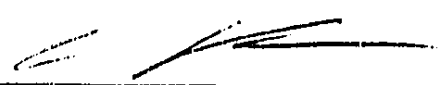
ARTICLE VIII. BYLAWS

The shareholders, by vote of a majority of the outstanding shares entitled to vote, may establish, alter, amend, or repeal corporation bylaws.

ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has
executed these Articles of Incorporation this 2nd day of
April, 1996



Andrew D. Romines
Incorporator

STATE OF FLORIDA
COUNTY OF MANATEE

On this 2nd day of April, 1996, before me, a Notary
Public, the undersigned officer, personally appeared Andrew D.
Romines, personally known X, OR produced Identification _____
Type of Identification produced _____, and
acknowledged the foregoing instrument.

IN WITNESS WHEREOF, I hereunto set my hand and seal.



NOTARY PUBLIC - Signature

Julia D. Van Slyke

NOTARY PUBLIC - Print

My commission expires:



JULIA D VAN SLYKE
My Commission CC492573
Expires Aug. 30, 1999

DIRECT INK, INC.

DESIGNATION OF REGISTERED AGENT

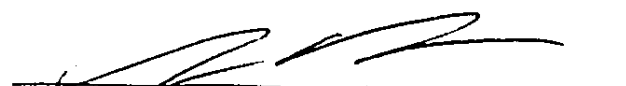
95 APR 29 AM 9:21

Pursuant to Chapter 48.091, Florida Statutes, the following
is submitted:

That DIRECT INK, INC., desiring to organize under the laws of the State of Florida with its initial principal office, as indicated at 1111 Third Avenue West, Suite 160, Bradenton, FL 34205, has named Andrew D. Romines, located at 1537 Third Avenue West, Bradenton, FL 34205, in the County of Manatee, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, this corporation agrees to act in that capacity and to comply with the provisions of the Florida General Corporation Act relative to keeping open the registered office.



Andrew D. Romines
Registered Agent