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July 1, 1996

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

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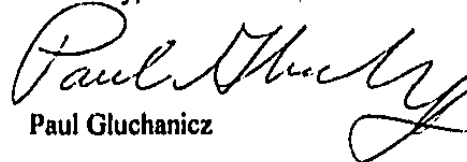
RE: Paragon Direct Marketing Inc.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Sincerely,


Paul Gluchanicz

Paragon Direct Marketing Inc.
5700 Santiago Circle
Boca Raton, FL 33433
(561) 394-8201

FILED
96 JUL -3 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

FILED

Paragon Direct Marketing Inc. 96 JUL 3 34 3:44
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a LATE corporation under the laws of the State of Florida.

ARTICLE 1 - CORPORATE NAME

'The name of the corporation is:

Paragon Direct Marketing Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV • CAPITAL STOCK

The corporation is authorized to issue 500^{five} hundred shares (500) of one Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	Paul Gluchaniaz		
ADDRESS	5700 Santiago Circle		
CITY	Boca Raton	FLORIDA	ZIP 33433

The principal office, if known, or the mailing address of the corporation is:

NAME	Paragon Direct Marketing Inc		
ADDRESS	5700 Santiago Circle		
CITY	Boca Raton	FLORIDA	ZIP 33433

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	Paul Gluchanicz		
ADDRESS	5700 Santiago Circle		
CITY	Boca Raton	STATE	FL
			ZIP 33433
NAME	—		
ADDRESS			
CITY		STATE	ZIP
NAME	—		
ADDRESS			
CITY		STATE	ZIP

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Paul Gluchanicz		
ADDRESS	5700 Santiago Circle		
CITY	Boca Raton	STATE	FL ZIP 33433
NAME	—		
ADDRESS	—		
CITY	—	STATE	ZIP
NAME	—		
ADDRESS	—		
CITY	—	STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 2 day of July, 1996.

Paul Gluchanicz (Seal)
 _____ (Seal)
 _____ (Seal)

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

FILED

CERTIFICATE OF REGISTERED AGENT
OF

96 JUL -3 PM 3:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Paragon Direct Marketing Inc.
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 5700 Santiago Circle
Boca Raton FL 33433

has named Paul Gluchanicz

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.

Paul Gluchanicz
(registered agent)