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TRANSMITTAL LETTER

FILED
96 AUG 22 11:16
SECRET
TALLAHASSEE, FLORIDA

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

SUBJECT: DIRECT ADVANTAGE, Inc.
(Proposed corporate name - must include suffix)

500001929855
-08/22/96--01023--012
++++70.00 +++++70.00

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: ERNEST W. MURPHY, IV
Name (printed or typed)

3872 50th AV. South
Address

ST. PETERSBURG, FL. 33711-4866
City, State & Zip

(813) 867-0285
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles

Handwritten: 8-26-96

Articles of Incorporation - Profit

ARTICLES OF INCORPORATION
OF
DIRECT ADVANTAGE, INC.

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ARTICLE I - NAME

The name of this corporation is DIRECT ADVANTAGE, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, 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 - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3872 50th Avenue South, St. Petersburg, Florida 33711, and the name of the initial registered agent of this corporation at the address is Ernest William Monroe, IV.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director constituting the initial Board of Directors. The number of directors may be increased or later decreased from time to time by the bylaws; however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Director of the corporation is:

Ernest William Monroe, IV
3872 50th Avenue, South
St. Petersburg, Florida 33711

ARTICLE VIII - INCORPORATORS

The name and address of the Incorporator signing these articles is: Ernest William Monroe, IV, 3872 50th Avenue, South, St. Petersburg, Florida 33711.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 20th day of August, 1996.

Ernest William Monroe, IV
Ernest William Monroe, IV
Incorporator

Certificate of Registered Agent

CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE
OF AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST that DIRECT ADVANTAGE, INC. desiring to organize or qualify under the laws of the State of Florida, with its principle place of business at 3872 50th Avenue, South, St. Petersburg Florida 33711, as its agent to accept service of process within Florida.

Dated: 8/20/96

Ernest William Monroe, IV
Ernest William Monroe, IV Director

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

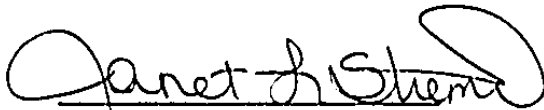
Ernest William Monroe, IV
Ernest William Monroe, IV
Registered Agent

96 AUG 22 10:10
FILED
CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
FLORIDA

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Ernest William Monroe, IV, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledges before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above,
this 20 day of August, 1996.



NOTARY PUBLIC,
State of Florida
at Large

My commission expires:

