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TALLAHASSEE, FL 32301-2607
904-222-9171
904-222-0393 FAX

800-342-8086



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PRENTICE HALL
LEGAL & FINANCIAL SERVICES

P9600000 82199

ACCOUNT NO. : 072100000032

REFERENCE : 109337 9632A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : October 4, 1996

ORDER TIME : 9:39 AM

ORDER NO. : 109337

CUSTOMER NO: 9632A

CUSTOMER: Charles Dayhoff, Esq
CHARLES S. DAYHOFF, III, ESQ

Suite 150
3830 Tampa Road
Palm Harbor, FL 34684

4000001964984
10/04/96--01040--009
***122.50 ***122.50

DOMESTIC FILING

NAME: GROUP INDUSTRIES, 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: Daniel W Leggett

EXAMINER'S INITIALS:

Dmp
10/4/96

FILED
96 OCT -4 AM 10:36
SEAL OF THE STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 OCT -4 AM 10:12
DIVISION OF CORPORATION

FILED

**ARTICLES OF INCORPORATION
OF
GROUP INDUSTRIES, INC.**

96 OCT -4 AM 10:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator(s) of a corporation under the Florida Business Corporation Act, adopt(s) the following Articles of Incorporation for such corporation:

1. **Name.** The name of this corporation is **GROUP INDUSTRIES, INC.**

2. **Principal Office/Mailing Address.** The principal office of the corporation is 4106 West Cypress Street, Tampa, Florida 33607. The mailing address of the corporation is 4106 West Cypress Street, Tampa, Florida 33607.

3. **Duration.** The period of its duration shall be perpetual.

4. **Purpose.** The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

5. **Capital Stock.** The corporation is authorized to issue 100 shares, all of one class, at \$1.00 par value.

6. **Initial Registered Office and Agent.** The name and street address of the initial registered agent and office of this corporation is as follows:

CHARLES S. DAYHOFF III
3830 Tampa Road, Suite 150
Palm Harbor, Florida 34684

7. **Initial Board of Directors.** This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by any amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

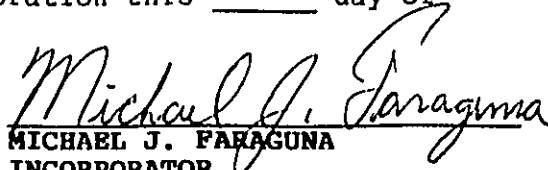
<u>NAME</u>	<u>ADDRESS</u>
MICHAEL J. FARAGUNA	3404 West Tambay Avenue Tampa, Florida 33611
SUSAN C. FARAGUNA	3404 West Tambay Avenue Tampa, Florida 33611


8. **Incorporator.** The name and address of the Incorporator signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
MICHAEL J. FARAGUNA	3404 West Tambay Avenue Tampa, Florida 33611

9. **Amendment of Articles.** This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

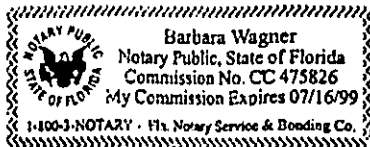
IN WITNESS WHEREOF, the undersigned Incorporator has
executed these Articles of Incorporation this 3rd day of
October, 1996.

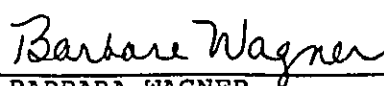

MICHAEL J. FARAGUNA
INCORPORATOR


CHARLES S. DAYHOFF III
REGISTERED AGENT

STATE OF FLORIDA)
COUNTY OF PINELLAS)

THE FOREGOING INSTRUMENT was acknowledged before me this
3rd day of October, 1996, by MICHAEL J. FARAGUNA, who is
personally known to me or who has produced a Florida driver's
license as identification and who did take an oath.

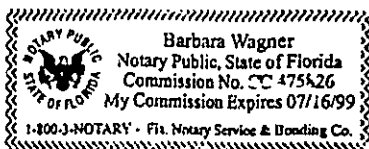


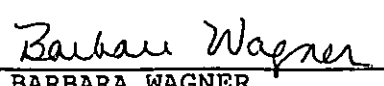

BARBARA WAGNER
Notary Public
State of Florida

My Commission Expires:

STATE OF FLORIDA)
COUNTY OF PINELLAS)

THE FOREGOING INSTRUMENT was acknowledged before me this
3rd day of October, 1996, by CHARLES S. DAYHOFF III, who is
personally known to me or who has produced a Florida driver's
license as identification and who did take an oath.




BARBARA WAGNER
Notary Public
State of Florida

My Commission Expires:

FILED

**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN THE
STATE OF FLORIDA, AND NAMING THE REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

96 OCT -4 AM 10:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

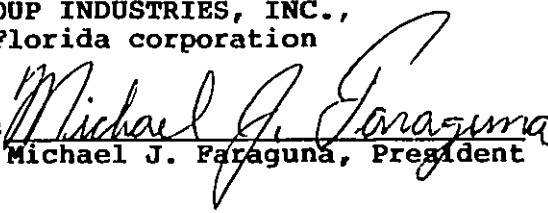
In compliance with §§48.091, 607.0501 and 607.0505 of the Florida Statutes, the following is submitted:

1. That GROUP INDUSTRIES, INC., desiring to qualify under the laws of the State of Florida, with its principal place of business in the City of Tampa, State of Florida, has named CHARLES S. DAYHOFF III, 3830 Tampa Road, Suite 150, Palm Harbor, Florida 34684, as its Registered Agent to accept service of process within the State of Florida.

DATED: October 3, 1996


GROUP INDUSTRIES, INC.,
a Florida corporation

By:


Michael J. Faraguna, President

Having been named to accept service of process for the above stated corporation at the place designated above, I HEREBY AGREE TO ACT in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: October 3, 1996


CHARLES S. DAYHOFF III
REGISTERED AGENT

P96000082199

CHARLES S. DAYHOFF III
ATTORNEY AND COUNSELOR AT LAW

CONNERSTONE CENTRE
8830 TAMPA ROAD, SUITE 150
PALM HARBOR, FLORIDA 34684

TELEPHONE (813) 785 - 6721
TELECOPIER (813) 785 - 0798

August 27, 1997

Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

100002282391
-09/02/97--01084--014
*****35.00 *****35.00

Re: Group Industries, Inc.

Dear Sir/Madam:

Please find enclosed an original and one copy of Articles of Amendment, together with a check in the sum of \$35.00.

Please file the Articles of Amendment and have a stamped copy returned to me in the enclosed self-addressed, stamped envelope provided.

Thanking you in advance for your cooperation, I am

Sincerely yours,


CHARLES S. DAYHOFF III

CSD:bw
Enclosures
cc: Michael J. Faraguna
96-1393-DC1

N/C

SEP 1 1997

FILED
97 SEP -2 AM 10:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

GROUP INDUSTRIES, INC.

ARTICLES OF AMENDMENT

FILED
97 SEP -2 AM 10:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. The following provisions of the Articles of Incorporation of GROUP INDUSTRIES, INC., a Florida corporation, filed in Tallahassee on October 4, 1996, be and they hereby are amended in the following particulars:

Article 1 be and it hereby is amended to read as follows:

"1. Name. The name of this corporation is GROUP DIRECT MARKETING SERVICES, INC."

2. The foregoing amendment was adopted unanimously by all of the Stockholders and Directors of the corporation on the 25 day of August, 1997.

3. The number of votes cast for the Amendment by the shareholders was sufficient for approval.

GROUP DIRECT MARKETING SERVICES,
INC., a Florida corporation, f/k/a
GROUP INDUSTRIES, INC.

A VALID FL DRIVERS BY: Michael J. Faraguna
LICENSE WAS USED AS ID. Michael J. Faraguna, President


A VALID FL DRIVERS BY: Susan C. Faraguna
LICENSE WAS USED AS ID. Susan C. Faraguna, Secretary

STATE OF FLORIDA)

COUNTY OF HILLSBOROUGH

The foregoing was acknowledged before me this 25th day of

August, 1997 by MICHAEL J. FARAGUNA as President and SUSAN C. FARAGUNA as Secretary of GROUP DIRECT MARKETING SERVICES, INC., a Florida corporation, f/k/a GROUP INDUSTRIES, INC., on behalf of the corporation, who are personally known to me or who have produced Florida drivers' licenses as identification and who did take an oath.



NOTARY PUBLIC - STATE OF FLORIDA
Print Name: ROLAND RIO

My Commission Expires: 11-30-97

96-1393-AA

