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KIRK PINKERTON

FLORIDA DIVISION OF CORPORATIONS

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NAME: CATALOG MARKETING SERVICES, INC.

AUDIT NUMBER.....H97000004483

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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FAX AUDIT # H97-4483

ARTICLES OF INCORPORATION  
OF  
CATALOG MARKETING SERVICES, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

Article 1. Name. The name of the Corporation is:

CATALOG MARKETING SERVICES, INC.

Article 2. Mailing Address. The mailing address of the Corporation is:

2033 Wood Street, Suite 220  
Sarasota, Florida 34237

Article 3. Duration. The duration of the Corporation is perpetual.

Article 4. Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Prepared by: David M. Silberstein, Esq.  
Kirk Pinkerton, P.A.  
720 South Orange Avenue  
Sarasota, Florida 34236  
(941) 364-2481  
Atty Bar #436879

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Article 5. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 100,000 shares of common stock. Such shares shall be of a single class and shall have \$1.00 par value.

Article 6. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 2033 Wood Street, Suite 220, Sarasota, Florida 34237, and the name of its initial Registered Agent at that address is Gail L. Baird.

Article 7. Incorporator. The name and address of the Incorporator is as follows:

Gail L. Baird

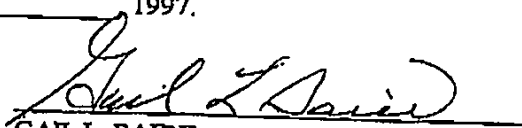
2033 Wood Street, Suite 220  
Sarasota, Florida 34237

Article 8. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 9. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 10. Commencement of Corporate Existence. In accordance with Section 607.0203, Florida Statutes, the date when corporate existence shall commence is the date of execution by the incorporator of these Articles of Incorporation. In the event these Articles of Incorporation are not filed within the time period set forth in Section 607.0203, Florida Statutes, the date when corporate existence shall commence is the date of filing by the Secretary of State.

IN WITNESS WHEREOF, the undersigned Incorporator has signed these Articles of Incorporation on this 17 day of March 1997.


  
GAIL L. BAIRD  
Incorporator

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**ACCEPTANCE BY REGISTERED AGENT**

The undersigned hereby accepts the appointment as Registered Agent of CATALOG MARKETING SERVICES, INC. which is contained in the foregoing Articles of Incorporation, and agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties, and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 17 day of March, 1997.

  
DAVID M. SILBERSTEIN  
Registered Agent

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