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Telephone
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March 21, 1997

Mrs. Sandra Mortham,
Secretary of State
Florida Department of State
New Filing Section, Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-03/24/97--01128--011
****122.50 ****122.50

RE: INTERSOURCE DIRECT, INC.

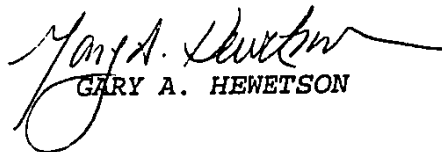
Dear Mrs. Mortham:

Enclosed herewith please find the original and one copy of the Articles of Incorporation for the above-named corporation. We are also enclosing our firm check in the amount of \$122.50 representing payment of the following:

- | | |
|---------------------------------|---------|
| 1) Filing Fee | \$35.00 |
| 2) Certified Copy | \$52.50 |
| 3) Registered Agent Designation | \$35.00 |

I would request that you return a certified copy of the Articles of Incorporation to my office at your earliest convenience. In the event you have any further requirements, please do not hesitate to contact us.

Sincerely,


GARY A. HEWETSON

FILED
97 MAR 24 AM 10:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GAH:hab
Encls.



ARTICLES OF INCORPORATION
OF
INTERSOURCE DIRECT, INC.

FILED
97 MAR 24 10:44
SECRET
TALLAHASSEE, FLORIDA

The undersigned a citizen of the United States desiring to form a corporation, for profit, does hereby certify:

ARTICLE I - NAME

The name of the corporation is:

INTERSOURCE DIRECT, INC.

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office of the corporation is 28870 U. S. Highway 19, North, Suite 230, Clearwater, Florida, 34621.

ARTICLE III - EFFECTIVE DATE

The effective date of the corporation shall be March 20, 1997.

ARTICLE IV - PURPOSE

The purpose or purposes for which, or for any of which, the corporation is formed are:

1) to sell products of all kinds, to act as a sales representative for other companies and to manufacture, fabricate, build, sell, lease, and distribute products of every kind and nature.

2) To enter into, promote or conduct any other kind of business, contract or undertaking permitted to corporations for profit organized under the General Corporation Laws of the State of Florida, to engage in any lawful act or activity for which such corporations may be formed and, in connection therewith, to exercise all express and incidental powers normally permitted such corporations.

ARTICLE V - CAPITAL STOCK

The corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock, which shall be designated "common stock".

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 950 Carstairs Court Tarpon Springs, Florida, 34689, and the name of the initial registered agent of the corporation at that address is Maria Donizetti.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be increased from time to time by the By Laws. The names and addresses of the initial directors of this corporation are:

Maria Donizetti, 950 Carstairs Court, Tarpon Springs, FL 34698.

Larry Donizetti, 950 Carstairs Court, Tarpon Springs, FL 34698.

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Maria Donizetti, 950 Carstairs Court, Tarpon Springs, Florida, 34698.

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

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment thereto.

IN WITNESS WHEREOF, I have subscribed my name to these Articles of Incorporation on the 21 day of March, 1997.



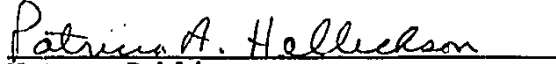
MARIA DONIZETTI

STATE OF FLORIDA)

COUNTY OF PINELLAS)

Before me, the undersigned authority, personally appeared MARIA DONIZETTI, who is personally known to me or who has produced Florida Driver's License No: _____ as identification, and who being first duly sworn, deposes and says that he is the person who executed the foregoing instrument and that matters alleged therein are true and correct.

SWORN TO AND SUBSCRIBED before me this 21st day of March, 1997.



Notary Public

My Commission Expires:



Patricia A. Hollickson
MY COMMISSION # CC816924 EXPIRES
March 20, 2001
BONDED THRU TROY FARM INSURANCE, INC.

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

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

INTERSOURCE DIRECT, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the City of Clearwater, County of Pinellas, State of Florida, has named Maria Donizetti, located at 950 Carstairs Court, Tarpon Springs, Florida, 34689, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated 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 and complete performance of my duties. I am familiar with and accept the obligations provided for in Chapter 607, Florida Statutes.



MARIA DONIZETTI

FILED
97 MAR 24 AM 10:44
TALLAHASSEE, FLORIDA