



P97000035320

James A. Szenay
1851 Arbor Drive So.
Palma Harbor, Florida 34683

813-787-7670

March 28, 1997

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

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-03/31/97--01162--003
*****70.00 *****70.00

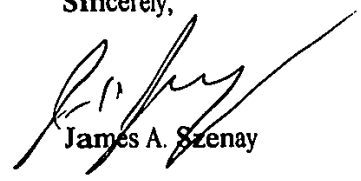
RE: Direct-1 Marketing, Inc.

To whom it may concern:

Enclosed please find the Articles of Incorporation for the above referenced corporation along with filing fees in the amount of \$70.00

Should the enclosed be in order please file and return the copy to me at the above address. Thanking you in advance. I am,

Sincerely,


James A. Szenay

W97-7593

AL APR 21 1997



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 2, 1997

JAMES A. SZENAY
1851 ARBOR DRIVE SO.
PALM HARBOR, FL 34683

SUBJECT: DIRECT-1 MARKETING, INC.
Ref. Number: W97000007593

We have received your document for DIRECT-1 MARKETING, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must be identical throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 697A00016515

CERTIFICATE OF INCORPORATION

ARTICLE ONE

NAME

The name of this Corporation shall be:

DIRECT-1 MARKETING, INC.

ARTICLE TWO

NATURE OF BUSINESS

This Corporation may engage in any activity or business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE THREE

TERM OF EXISTENCE

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is: April 1, 1997

ARTICLE FOUR

MINIMUM CAPITAL

The amount of capital with which the Corporation shall begin business shall not be less than Five Hundred Dollars (\$500.00), or such greater amount as may be required by law

ARTICLE FIVE

NUMBER OF DIRECTORS

This Corporation shall at all times have at least one Director who is a citizen of the United States of America. The Stockholders of this Corporation may, from time to time, and at any time, increase or diminish the size of the Board of Directors of this Corporation, provided that the Corporation shall at all times have a minimum of one Director.

ARTICLE SIX

CLASSES OF DIRECTORS

The By-Laws of this Corporation may provide that the Directors be divided into two or more classes whose terms of office shall respectively expire at different times, provided that no such term shall continue longer than three (3) years, and provided further that at least one-fourth (1/4) in number of the Directors shall be elected annually.

ARTICLE SEVEN

AMENDMENT

This Certificate of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

ARTICLE EIGHT

CAPITAL STOCK

This Corporation is authorized to issue shares of stock as follows:

A. Designation: The stock of the Corporation shall be known as Common Stock.

B. Authorized: The maximum number of shares of Common Stock that this Corporation may issue is: 500 Shares

C. Par Value: Each share of Common Stock shall have the par value of: \$1.00 per Share

D. Consideration: Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In absence of fraud in the transaction, the judgement of the Board of Directors as to the value of any such consideration shall be conclusive.

E. Non-Assessibility: Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessible.

F. Voting Rights: Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the Corporation.

G. Cumulative Voting: No holder of Common Stock shall be entitled to any right of cumulative voting.

H. Dividends: Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purposes.

I. Liquidation Rights: Holders of Common Stock are entitled, in the event of liquidation or dissolution of the Corporation, to receive their pro-rata share of any assets of this Corporation remaining after payment of all corporate debts and other obligations.

ARTICLE NINE

REGISTERED OFFICE AND REGISTERED AGENT

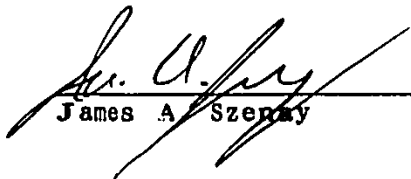
The Street address of the Corporation's registered office, and the name of it's initial registered agent at such address are as follows:

<u>NAME</u>	<u>ADDRESS</u>
James A. Szenay	1851 Arbor Drive So. Palm Harbor, FL 34683

The Corporation's principal place of business and mailing address are as follows:

1851 Arbor Drive So. Palm Harbor, FL 34683

I HEREBY AGREE to act as the Registered Agent for DIRECT-1 MARKETING, INC and I further agree to comply with the provisions of all Florida Statutes relative to the proper and complete performance of my duties.


James A. Szenay

SOLE SUBSCRIBER AND INITIAL DIRECTOR

The undersigned individual, competent to contract, executes this Certificate of Incorporation as sole subscriber and initial director. The undersigned individual shall hold office as a Director until his successor has qualified, following his election or appointment.

Subscriber/Director: James A. Szenay
Street Address: 1851 Arbor Drive So.
Palm Harbor, FL 34683

IN WITNESS WHEREOF, the undersigned Subscriber does make, subscribe, acknowledge and file in this Certificate for the purpose of forming a Corporation for Profit under the laws of the State of Florida.

Dated: March 26, 1997


James A. Szenay

STATE OF FLORIDA)
: SS
COUNTY OF BAY)

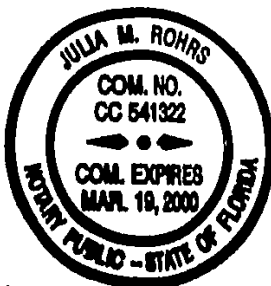
BEFORE ME, the undersigned authority personally appeared

James A. Szenay

to me well known and known to me to be the individual described in and who executed the foregoing Certificate of Incorporation, and who acknowledge before me that the same was executed for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Clearwater; Pinellas County, Florida.

DATED: March 26, 1997




NOTARY PUBLIC

State of Florida at large

(5)

personally known

CERTIFICATE OF INCORPORATION

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REGISTERED OFFICE AND REGISTERED AGENT

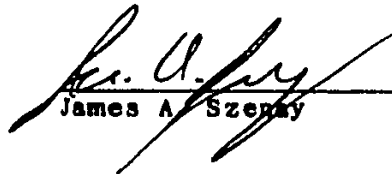
The Street address of the Corporation's registered office, and the name of it's initial registered agent at such address are as follows:

<u>NAME</u>	<u>ADDRESS</u>
James A. Szenay	1851 Arbor Drive So. Palm Harbor, FL 34683

The Corporation's principal place of business and mailing address are as follows:

1851 Arbor Drive So.
Palm Harbor, FL 34683

I HEREBY AGREE to act as the Registered Agent for DIRECT-1 MARKETING, INC and I further agree to comply with the provisions of all Florida Statutes relative to the proper and complete performance of my duties.


James A. Szenay

SOLE SUBSCRIBER AND INITIAL DIRECTOR

The undersigned individual, competent to contract, executes this Certificate of Incorporation as sole subscriber and initial director. The undersigned individual shall hold office as a Director until his successor has qualified, following his election or appointment.

Subscriber/Director: James A. Szenay
Street Address: 1851 Arbor Drive So.
 Palm Harbor, FL 34683

IN WITNESS WHEREOF, the undersigned Subscriber does make, subscribe, acknowledge and file in this Certificate for the purpose of forming a Corporation for Profit under the laws of the State of Florida.

Dated: March 26, 1997


James A. Szenay

STATE OF FLORIDA)
 : 88
COUNTY OF BAY)

BEFORE ME, the undersigned authority personally appeared

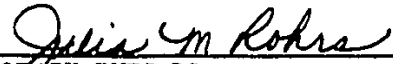
James A. Szenay

to me well known and known to me to be the individual described in and who executed the foregoing Certificate of Incorporation, and who acknowledge before me that the same was executed for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Clearwater; Pinellas County, Florida.

DATED: March 26, 1997




NOTARY PUBLIC
State of Florida at large

(5)

personally known