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PAUL RUSSILLO  
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April 17, 1997

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

400002149174--7  
-04/21/97--01109--007  
\*\*\*\*131.25 \*\*\*\*131.25

RE: CARDINAL DIRECT CORP.

Dear Sir,

Enclosed is an original and two copies of the articles of incorporation, a certificate of designation of registered agent, and a check for \$131.25 for the filing fee, designation of registered agent, and return of a certified copy of the articles of incorporation and certificate of incorporation. Please call me with any questions that may arise.

Sincerely,

*Paul Russillo*

Paul Russillo

APR 23 11 BSB

FILED  
97 APR 21 PM 2:15  
STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
*of*  
**CARDINAL DIRECT CORP.**

**FILED**  
97 APR 21 PM 2:15  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I**  
**CORPORATE NAME**

The name of this corporation is: CARDINAL DIRECT CORP.

**ARTICLE II**  
**PRINCIPAL OFFICE**

The address of the principal office and the mailing address of this corporation is:

930 Wisconsin Avenue  
Palm Harbor, FL 34683

**ARTICLE III**  
**SHARES**

The total number of shares which the corporation shall have authority to issue is 1,000 shares of no par value stock.

**ARTICLE IV**  
**REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Paul Russillo  
930 Wisconsin Avenue  
Pinellas County  
Palm Harbor, FL 34683

**ARTICLE V  
INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is:

Paul Russillo  
930 Wisconsin Avenue  
Palm Harbor, FL 34683

**ARTICLE VI  
PURPOSE**

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

**ARTICLE VII  
LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

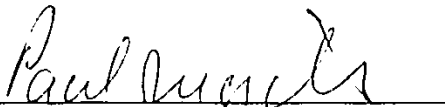
**ARTICLE VIII  
OTHER PROVISIONS**

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

The undersigned incorporator has executed these Articles of Incorporation this 16th day of April, 1997.

A handwritten signature in cursive script, appearing to read "Paul Russillo", is written over a horizontal line.

Paul Russillo, Incorporator  
930 Wisconsin Avenue  
Palm Harbor, FL 34683

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is CARDINAL DIRECT CORP.

2. The name and address of the registered agent and office is:

Paul Russillo  
(NAME)

930 Wisconsin Avenue  
(P. O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Palm Harbor, FL 34683  
(CITY/STATE/ZIP)

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
(SIGNATURE)

4/17/97  
(DATE)

**FILED**  
97 APR 21 PM 2:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA