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*Law Offices of  
Jeffrey R. Eisensmith, P.A.*

ONE FINANCIAL PLAZA  
SUITE 1810  
FT LAUDERDALE, FL 33394

TELEPHONE (954) 523-7801  
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VIA FEDERAL EXPRESS

April 21, 1997

Secretary of State  
Division of Corporations  
Department of State  
409 E. Gaines Street  
Tallahassee, FL 32399

500002150965--3  
-04/22/97--01073--014  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Articles of Incorporation of POSITIVE RESPONSE SYSTEMS, INC.

Dear Sir or Madam:

Enclosed please find an original plus (1) copy of Articles of Incorporation for the captioned professional service corporation, along with our check in the amount of \$122.50 representing the appropriate filing fee.

Please file the above Articles of Incorporation and forward a copy back to this office via Federal Express. We have already prepared an airbill, using our account number, for your convenience.

Should you have any questions, please call this office.

Very truly yours,

JEFFREY R. EISENSMITH

JRE:lm  
Encl.

W97-9440

FILED  
97 MAY -5 AM 11:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AL MAY -5 1997



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

April 23, 1997

JEFFREY R. EISENSMITH  
ONE FINANCIAL PLAZA, SUITE 1610  
FT. LAUDERDALE, FL 33394

SUBJECT: POSTIVE RESPONSE SYSTEMS, INC.  
Ref. Number: W97000009440

We have received your document for POSTIVE RESPONSE SYSTEMS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

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: 697A00020885

4/24/97.

We are resubmitting the enclosed  
Articles of Incorporation with  
the correction.

Thank you for your  
prompt attention.

ARTICLES OF INCORPORATION OF  
POSITIVE RESPONSE SYSTEMS, INC.

FILED

97 MAY -5 AM 11:33

CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

ARTICLE I  
CORPORATE NAME

The name of the corporation is POSITIVE RESPONSE SYSTEMS, INC.

ARTICLE II  
DURATION

This corporation shall be perpetual existence commencing on the date of the filing of the Articles of Incorporation by the Department of State.

ARTICLE III  
PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV  
CAPITAL STOCK

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of one dollar (\$1.00) par value common stock, which shall be designated "common shares".

ARTICLE V  
SHAREHOLDER'S RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offer to others.

ARTICLE VI  
INITIAL REGISTERED AGENT  
INITIAL REGISTERED OFFICE

This corporation's initial registered agent and registered office in the State of Florida is Alan Brenner, 1271 NW 102nd Way, Coral Springs, Florida 33071.

ARTICLE VII  
CORPORATE ADDRESS

This corporation's initial address is 1271 NW 102nd Way, Coral Springs, Florida 33071.

ARTICLE VIII  
DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of this corporation is Alan Brenner, 1271 NW 102nd Way, Coral Springs, Florida 33071.

ARTICLE IX  
INCORPORATOR

The name and address of the person signing these Articles is Alan Brenner, 1271 NW 102nd Way, Coral Springs, Florida 33071.

ARTICLE X  
AMENDMENT

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

ARTICLE XI  
AMENDMENTS TO BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE XII  
CORPORATE POWERS


This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XIII  
INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been named initial registered agent to accept service of process on the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all requirements of law pertaining thereto.

  
ALAN BRENNER  
Incorporator and Registered Agent

STATE OF FLORIDA)  
SS  
COUNTY OF BROWARD)

FILED  
97 MAY -5 AM 11:33  
NOTARY PUBLIC, STATE OF FLORIDA

BEFORE ME, the undersigned authority personally appeared ALAN BRENNER, who is personally known to me or who produced FL. DP. LIC. as identification, and who did/did not take an oath, and who executed the foregoing instrument, and acknowledged to and before me that she executed said instrument for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me on this 21<sup>ST</sup> day of  
APRIL, 1997.

  
Notary Public

My Commission Expires:

