

p970000 71396



ACCOUNT NO. : 072100000032

REFERENCE : 499725 7131881

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : August 18, 1997

ORDER TIME : 10:43 AM

ORDER NO. : 499725-005

CUSTOMER NO: 7131881

200002269732--8
-08/18/97--01061--025
****122.50 ****122.50

CUSTOMER: Ms. Marguerite Shaffer
SHAFFER & SHAFFER

2500 North Military Trail
Suite 270
Boca Raton, FL 33431

DOMESTIC FILING

NAME: CAPTIONS DIRECT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

EXAMINER'S INITIALS:

FILED
97 AUG 18 PM 2:11
TALLAHASSEE, FLORIDA

RECEIVED
97 AUG 18 PM 12:20
DIVISION OF CORPORATION

SN AUG 18 1997

**ARTICLES OF INCORPORATION
OF
CAPTIONS DIRECT, INC.**

FILED
97 AUG 18 PM 2:11
SEC. STATE
TALLAHASSEE, FLORIDA

ARTICLE I: NAME

The name of this corporation is **CAPTIONS DIRECT, INC.** The mailing address of the corporation is 6401 E. Rodgers Circle, Suite 9, Boca Raton, FL 33487.

ARTICLE II: DURATION

This corporation shall have perpetual existence.

ARTICLE III: PURPOSE

This corporation is organized to transact any lawful business for which corporations may be incorporated under the Florida General Corporations Act and for the purpose of manufacturing, purchasing or otherwise acquiring, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services of every class, kind and description; and to carry on any business which can be advantageously pursued in conjunction with or incidental to any of the above purposes.

ARTICLE IV: CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of One Cent (\$.01) par value common stock which shall be designated "Common Shares".

ARTICLE V: PRE-EMPTIVE RIGHTS

Every share holder, 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 offered to others.

ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2500 N. Military Trail, Suite 270, Boca Raton, Florida 33431, and the name of the initial registered agent of this corporation is Roger L. Shaffer, Jr.

ARTICLE VII: INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial directors of this corporation are:

Patricia H. Carta
6401 E. Rodgers Circle, Suite 9
Boca Raton, FL 33487

Richard R. Carta, Sr.
6401 E. Rodgers Circle, Suite 9
Boca Raton, FL 33487

ARTICLE VIII: INCORPORATOR

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

Richard R. Carta, Sr.
6401 E. Rodgers Circle, Suite 9
Boca Raton, FL 33487

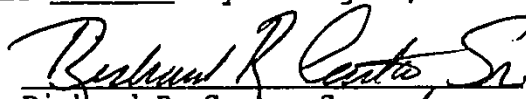
ARTICLE IX: INDEMNIFICATION

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

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.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 11th day of August, 1997.


Richard R. Carta, Sr.

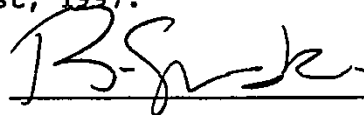
STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before an officer duly authorized in the county and state aforesaid to take acknowledgments, personally appeared RICHARD R. CARTA, SR., who is personally known to me to be the person described in, and who executed the foregoing Articles of Incorporation and who took an oath and acknowledged before me that he executed those Articles of Incorporation.

WITNESS my hand and official seal in the county and state last aforesaid this 11th day of August, 1997.



ROGER L. SHAFFER JR.
My Commission CC481130
Expires May. 08, 1999
Bonded by HAI
800-422-1555


Notary Public

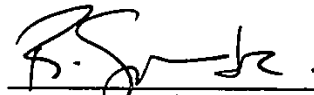
Notary Public

My Commission Expires:

REGISTERED AGENT CERTIFICATE

In pursuance of Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted:

That CAPTIONS DIRECT, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Lake Park, State of Florida, has named Roger L. Shaffer, Jr. 2500 N. Military Trail, Suite 270, Boca Raton, Florida 33431 as its agent to accept service of process within the State of Florida.

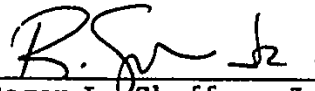


Roger L. Shaffer, Jr.

Incorporator

Dated: 8/11/97

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, hereby acknowledge that I am familiar and accept the obligations of registered agent.



Roger L. Shaffer, Jr.

Registered Agent

Dated: 8/11/97

FILED
97 JUN 18 PM 2:11
TALLAHASSEE, FLORIDA
STATE