

BLANK ROME COMISKY & MCCAULEY LLP

Counselors at Law

Direct Dial Phone:

P98000005379

Pennsylvania
New Jersey
Delaware
Maryland
Washington, D.C.
Florida

January 9, 1998

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Group Direct Holdings, Inc.

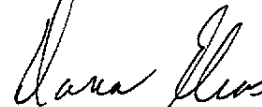
Dear Sir or Madam:

400002403344--7
-01/16/98-01082-016
****122.50 ****122.50

Enclosed please find an original and one (1) copy of Articles of Incorporation and Certificate of Designation for Registered Agent regarding the above-reference. Also enclosed is our check in the amount of \$122.50 for filing of the Articles. A self-addressed return envelope is enclosed for your convenience in the return of the certified copy of the Articles of Incorporation.

Thank you.

Sincerely,



Dana Elias
Legal Assistant

de/
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 16 AM 8:43

1-20-98
125

ARTICLES OF INCORPORATION
OF
GROUP DIRECT HOLDINGS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 16 AM 8:14

The undersigned files these Articles of Incorporation for the purpose of forming a Corporation under and pursuant to the laws of the State of Florida providing for the formation, liability, privileges, rights and immunities of a corporation for profit, and does hereby organize the Corporation with the name set forth below and adopts the following Articles of Incorporation:

ARTICLE I

The name of the Corporation is Group Direct Holdings, Inc. (the "Corporation").

ARTICLE II

The period of duration of the Corporation is perpetual.

ARTICLE III

The purpose for which the Corporation is organized is the transaction of any or all lawful business under the Florida General Corporation Act.

ARTICLE IV

The aggregate number of all classes of stock which the Corporation has authority to issue is 1,000 shares, \$1.00 par value.

ARTICLE V

No shareholder shall have any preemptive right whatsoever, and cumulative voting shall not be permitted.

ARTICLE VI

The principal place of business of the Corporation shall be Deerfield Beach, Florida, and its mailing address shall be:

1191 East Newport Center Drive
Suite 101
Deerfield Beach, FL 33442

ARTICLE VII

The name of the registered agent and the street address of the initial registered office of the Corporation is:

BRCMC, Inc.
c/o Blank Rome Comisky & McCauley
1200 N. Federal Highway - Suite 309
Boca Raton, Florida 33432

ARTICLE VIII

The names and street addressees of the initial officers and directors, who shall hold office until the first meeting of the shareholders or until a successor shall have been elected and qualified, is as follows:

NAME

ADDRESS

James E. Brady
Director, President, Treasurer, Secretary

1191 East Newport Center Drive - Suite 101
Deerfield Beach, FL 33442

The number of directors may be increased or decreased from time to time by amendment to the By-Laws of the Corporation, provided that the Corporation shall at all times have at least one director.

ARTICLE IX

The names and address of the Incorporator of the Corporation is as follows:

NAME

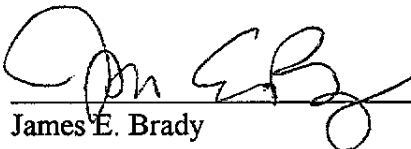
ADDRESS

James E. Brady

1191 East Newport Center Drive - Suite 101
Deerfield Beach, FL 33442

IN WITNESS WHEREOF, I have hereunto set my hand this 8th day of January, 1998.

INCORPORATOR


James E. Brady

**CERTIFICATE OF DESIGNATION
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 Group Direct Holdings, Inc.
2. The name and address of the registered agent and office is:

BRCMC, Inc.
c/o Blank Rome Comisky & McCauley
1200 N. Federal Highway - Suite 309
Boca Raton, Florida 33432

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.



Michael H. Leeds, Vice President

Dated: 1/10/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 16 AM 8:14