

TRANSMITTAL LETTER

P98000032892

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

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-04/08/98--01028--001
*****78.75 *****78.75

SUBJECT: Art Direct Corporation
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Diane Westerling
Name (Printed or typed)
553 Sandy Oaks Boulevard
Address
Ormond Beach, Florida 32174
City, State & Zip
904 - 257 - 2500 ext. 649
Daytime Telephone number

FILED
98 APR -8 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA-4/8/98

NOTE: Please provide the original and one copy of the articles.

Articles of Incorporation
of
Art Direct Corporation

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, THE UNDERSIGNED, hereby associate together for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of corporations.

ARTICLE I.

The name of the Corporation shall be: ART DIRECT CORPORATION.
It's business shall be carried on in the United States of America, and elsewhere, as may be authorized by its Board of Directors.

ARTICLE II.

The principal office of the Corporation will be located at 553 Sandy Oaks Boulevard, Ormond Beach, Florida 32174.

ARTICLE III.

The general nature of the business or businesses to be transacted by the Corporation shall be any and all business permissible by law.

ARTICLE IV.

This Corporation shall have perpetual existence.

ARTICLE V.

The maximum number of shares of stock this Corporation is authorized to have outstanding at any time shall be 1,000 shares of Common Stock at a par value of \$.01 per share.

ARTICLE VI.

The names and address of the first Board of Directors, who shall hold office for the first year of the Corporation's existence, or until their successors are elected and have qualified are as follows:

NAME	ADDRESS
Diane Westerling President/Director	553 Sandy Oaks Boulevard Ormond Beach, Florida 32174

To the extent permitted by law, the Corporation shall indemnify and hold harmless each person serving as a director or officer of the Corporation, and each person who serves at the request of the Corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his being director or officer of the Corporation, or by reason of any action alleged to have been taken or omitted by him as a director or officer. The Corporation shall reimburse each person for all costs legal and other expenses reasonably incurred by him in connection with any claim of liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything therein contained restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

No contract or other transaction between this Corporation and any other firm or corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of the Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other firm or corporation, provided that the fact that he is so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the Corporation who is also a director or officer of such other corporation, or is interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not a director or officer of such other corporation or not so interested.

ARTICLE VII.

The name and address of the subscriber to the Articles of Incorporation is as follows:

Diane Westerling
553 Sandy Oaks Boulevard
Ormond Beach, Florida 32174

ARTICLE VIII.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders and approved at a Stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

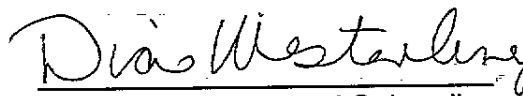
ARTICLE IX.

The following individual has been designated as Registered Agent pursuant to Florida Statute 48.091 to accept service of process within the State of Florida:

Diane Westerling
553 Sandy Oaks Boulevard
Ormond Beach, Florida 32174

HAVING BEEN NAMED to accept service of process for the above stated Corporation, at the place designated above, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

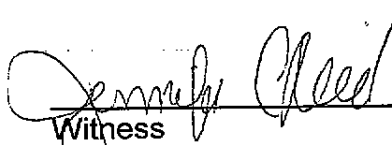
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 07th day of April, 1998.


Registered Agent and Subscriber

FILED
98 APR -8 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the parties to these Articles of
Incorporation have hereunto set their hand(s) and seal(s) on the

7th day of April, 1998.

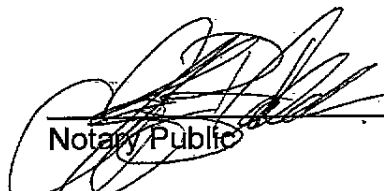


Witness

STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME, the undersigned authority, personally appeared
DIANE M. WESTERLING, to me well know to be the person described in and
who executed and subscribed the foregoing Articles of Incorporation, and she
acknowledge, before me, the she executed the same and subscribed to the
same for the purposes therein expressed.

WITNESS my hand and official seal at Volusia County, Florida,
this 7th day of April, 1998.



Notary Public



JEFFREY R. CALABRESE
My Commission CC452844
Expires Apr 13, 1999
Bonded by ANB
800-852-5878