

BLANK ROME COMISKY & MCCAULEY LLP

Counselors at Law

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Pennsylvania
New Jersey
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Maryland
Washington, DC
Florida

May 13, 1998

Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

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-05/18/98--01039--017
***122.50 ***122.50

Re: Group Direct Fulfillment, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above named, together with a check made payable to Secretary of State in the amount of \$122.50 representing \$35.00 for filing fee; \$35.00 for the registered agent fee; and \$52.50 for a certified copy of the Articles of Incorporation to be returned to me.

If there are any questions regarding the above, do not hesitate to contact the undersigned.

Sincerely,

Barbara Lansberry

Barbara Lansberry
Legal Assistant

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Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 18 AM 9:38

5-21
MS

ARTICLES OF INCORPORATION
OF
GROUP DIRECT FULFILLMENT, INC.

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 MAY 18 AM 9:38

The undersigned files these Article 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 Fulfillment, 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:

James E. Brady
1191 E. Newport Center Drive
Suite 101
Deerfield Beach, Florida 33442

ARTICLE VIII

The names and street addresses 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:

<u>NAME</u>	<u>ADDRESS</u>
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 amendments to the By-Laws of the Corporation, provided that the Corporation shall at all times have at least one director.

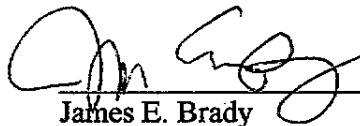
ARTICLE IX

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

<u>NAME</u>	<u>ADDRESS</u>
James E. Brady	1191 East Newport Center Drive - Suite 101 Deerfield Beach, FL 33442

IN WITNESS WHEREOF, I have hereunto set my hand this 7th day of May, 1998.

INCORPORATOR


James E. Brady

STATE OF FLORIDA

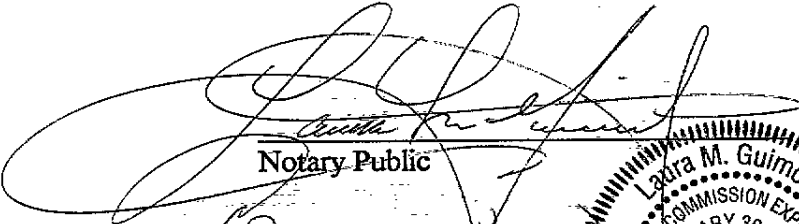
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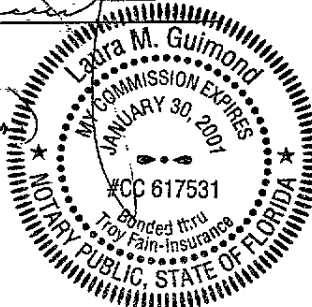
COUNTY OF BROWARD

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The foregoing instrument was acknowledged before me this 7th day of May ,
1998 by James E. Brady, who is personally known to me.



Notary Public
(Personally known)



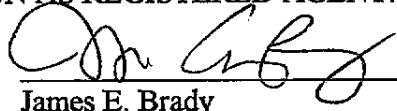
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

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 statements in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is Group Direct Fulfillment, Inc.
2. The name and address of the registered agent and office is:

James E. Brady
1191 E. Newport Center Drive
Suite 101
Deerfield Beach, Florida 33442

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.


James E. Brady

Dated: 05-07-98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 18 AM 9:38