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BROAD AND CASSEL
ATTORNEYS AT LAW

MURRAY D. SHEAR, P.A.
MIKE SEGAL, P.A.
JEFFREY A. DEUTCH, P.A.
PATRICIA LEBOW, P.A.
C. KEN BISHOP, P.A.
ROBERT D. GATTON, P.A.
RICHARD B. McFARLAND, P.A.
C. DAVID BROWN, II, P.A.
F. VERNON BENNETT
MARKWIN S. CASSEL, P.A.
CLIFFORD L. HERTZ, P.A.
ARVIN J. JAFFE, P.A.
M. STEPHEN TURNER, P.A.
RALPH C. DATILLO, P.A.
DOUGLAS L. MANNHEIMER, P.A.
MARTIN R. PRESS, P.A.
MICHAEL A. DRIBIN, P.A.
ANTHONY W. PALMA, P.A.
ANDREW D. RAFKIN
CHARLES S. STRATTON, P.A.
JAMES E. SLATER, P.A.
WILLIAM C. PHILLIPPI, P.A.
ALAN S. LEDERMAN, P.A.
GABRIEL L. IMPERATO, P.A.
DAVID K. MILLER, P.A.
ROBERT T. ROSEN, P.A.
ANDREW COTZIN, P.A.

KELLY OVERSTREET JOHNSON, P.A.
RANDAL M. ALLIGOOD, P.A.
JAMES J. WHEELER, P.A.
JEFFREY F. GORDON
ANDREW B. THOMAS, P.A.
MARK D. TUCKER
THEODORE C. TAUB, P.A.
PETER M. CARDILLO, P.A.
JACK R. ELLIOTT, P.A.
VIRGINIA EASLEY JOHNSON, P.A.
JOSE L. ROJAS, P.A.
JOSE A. SANTOS, JR., P.A.
NINA S. GORDON, P.A.
STEVEN ELISON
RONALD M. GACHE, P.A.
RICHARD N. MILLAN, P.A.
LENORE SCHILLER, P.A.
ANNE NOVICK BRANAN, P.A.
A. JEFFRY ROBINSON, P.A.
DALE S. BERGMAN, P.A.
MARSHALL S. HARRIS, P.A.
ROBERT E. JOHNSON, P.A.
DAWN LANKFORD BOWLING, P.A.
KATHLEEN L. DEUTSCH, P.A.
MICHAEL P. BENNETT, P.A.
THOMAS J. PALMERI, P.A.
GARY W. JOHNSON, P.A.

CHRISTOPHER D. ROLLE, P.A.
MARIAN W. SCHLOW, P.A.
JODI L. CHASE
DEBRA K. SMETANSKI, P.A.
JAY ADAMS, P.A.
ROY S. KOBERT, P.A.
DOUGLAS E. STARCHER, P.A.
GARY E. LEHMAN, P.A.
KENNETH EDELMAN, P.A.
JODI B. LAURENCE, P.A.
JOYCE L. ELLEN
DONALD F. DUFRESNE
JEFFREY J. SUTER
MICHAEL P. NIDO, JR.
DAVID J. POWERS
JONATHAN J. ELLIS
GENE E. CRICK, JR.
KATHERINE CASTOR
SCOTT G. MILLER
ANDRE' LEWIS WILLIAMS
JANE B. PALMER
FRANK H. HENRY
ROBERT ALFERT, JR.
ROBERT F. MALLETT
KEITH F. WHITE
EDGAR A. BENES

TAMARA CARMICHAEL
ROSE PARISH-RAMON
PETER M. BERNHARDT
LEIGH ANN MURVIN
LINDA C. FRAZIER
STEVE WASSERSTEIN
STEVEN J. SILVERMAN
DAVID F. LEON
R. AMY BLUM
MARINA L. FONTANI
RODGER HOCHMAN
MICHAEL MANTHEI
LESTER J. VERLING
JENNIFER A. WINEGARDNER*
JANA M. YAW
CARL S. ROSEN
SCOT WARNER
MANUEL R. VALCARCEL, IV
ANDREA J. FOWLER
CAROLINE MONTANUS
LUANN M. DOMINGUEZ
TYRONE L. LUFMAN
ALBERTO de CARDENAS
TIM M. BENTER
ROBIN E. CARNEY
JULI L. SIMAS

SUITE 1100
390 NORTH ORANGE AVENUE
ORLANDO, FLORIDA 32801
(407) 839-4200
FAX (407) 425-8377

OF COUNSEL
SHEPARD BROAD
ALVIN CASSEL
NORMAN BROAD
I. BURTON SPRAKER
WILLIAM M. ROWLAND, JR., P.A.
WANDA L. BROWN
ALAN M. GERLACH
WILLIAM P. BURNS
JEANNE K. DAMIRGIAN
LOUIS WHITEHEAD, III

* Not Admitted in Florida

April 24, 1998

Florida Secretary of State
Division of Corporations
P.O. Box 1300
Tallahassee, Florida 32302-1300

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Re: Trinitech Marketing Direct, Inc.

Dear Sir or Madam:

Enclosed for filing are an original and one copy of the Articles of Incorporation of Trinitech Marketing Direct, Inc., together with a check in the amount of \$70.00 for the filing fee of the aforesaid Articles.

Please return a filed copy to our office at your earliest convenience in the stamped, self-addressed envelope enclosed for your convenience. If you have any questions regarding the enclosures, please do not hesitate to contact me.

Sincerely yours,


Douglas E. Starcher, P.A.

DES:gb
Encs.

FILED
98 MAY 26 PM 3:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BR
5/26/98

ARTICLES OF INCORPORATION
OF
TRINITECH MARKETING DIRECT, INC.

FILED
98 MAY 26 PM 3:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Trinitech Marketing Direct, Inc.

ARTICLE II - INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the initial principal place of business and mailing address of the corporation is 8751 Ulmerton Road, Largo, Florida 33771.

ARTICLE III - BUSINESS AND ACTIVITIES

The Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida. Provided, however, and notwithstanding the generality of the foregoing, the Corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

ARTICLE IV - AUTHORIZED SHARES

A. The authorized capital stock of the Corporation and the maximum number of shares of stock that the Corporation is authorized to issue and have outstanding at any one time is 100,000 shares of common stock having a par value of \$.01 per share.

B. All or any portion of the capital stock may be issued in payment for real or personal property, past or future services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so

issued, shall become and be fully paid and nonassessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, services, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

ARTICLE V - TERM OF EXISTENCE

The effective date upon which the Corporation shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE VI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 8751 Ulmerton Road, Largo, Florida 33771 and the initial registered agent of this corporation at that address is Max J. Martin.

ARTICLE VII - DIRECTORS

A. The initial number of Directors of the Corporation shall be two (2).

B. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the Bylaws of the Corporation, but there shall always be at least two Directors.

C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.

D. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.

E. The name and street address of the initial member of the Board of Directors, who shall hold office until the first annual meeting of the Shareholders of the Corporation or until his successor is elected or appointed and has qualified, is:

Name

Address

Max J. Martin

8751 Ulmerton Road
Building 101
Largo, Florida 33771

Hersh Gula

8751 Ulmerton Road
Building 101
Largo, Florida 33771

F. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of the Corporation, for any cause deemed sufficient by such Shareholder or for no cause.

G. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of the Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is as follows:

Name

Address

Max J. Martin

8751 Ulmerton Road
Building 101
Largo, Florida 33771

ARTICLE IX - LOST OR DESTROYED CERTIFICATES

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of the Corporation.

ARTICLE X - AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XI - BYLAWS


The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors. Any Bylaws adopted by the Board of Directors may be repealed, changed, or new Bylaws may be adopted by the vote of a majority of the stock entitled to vote thereon, and the Shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended or repealed by the Board of Directors.

ARTICLE XII - AFFILIATED TRANSACTIONS

The Corporation expressly elects not to be governed by the provisions of Florida Statutes Section 607.0901 dealing with affiliated transactions.

IN WITNESS WHEREOF, the undersigned Incorporator has execute these Articles of Incorporation this 12 day of May, 1998.


By: _____


Max J. Martin

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of Trinitech Marketing Direct, Inc.

By: _____


Max J. Martin

FILED
98 MAY 26 PM 3:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA