

P98000054792

June 15, 1998

State of Florida
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

300002562943--4
-06/17/98-01066--002
****122.50 ****122.50

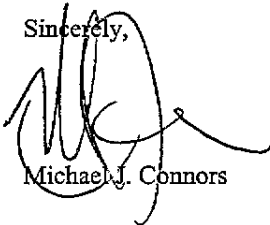
Re: Emerson Direct, Inc.

Dear Sir/Madam,

Please incorporate the captioned company. The Articles of Incorporation are attached, as well as a check in the amount of \$122.50. Please send the relevant paperwork confirming the incorporation to:

4966 Tamiami Trail North
Naples, FL 34103

Sincerely,



Michael J. Connors

APPROVED
AND
FILED
98 JUN 17 AM 7:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK JUN 19 1998

Certificate of Incorporation
Of
Emerson Direct, Inc.

Article I

The name of this corporation shall be:
Emerson Direct, Inc.

Article II

The corporation may engage in any activity or business and perform all of the powers and privileges granted corporations under the laws of the State of Florida and the United States of America.

Article III

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time shall be one thousand (1,000) shares with a par value of one dollar (\$1.00) and shall be classified as follows:

Series A	Voting	1,000 shares
----------	--------	--------------

Article IV

This corporation shall begin business with a capital of not less than one thousand dollars (\$1,000).

Article V

This corporation shall exist perpetually.

Article VI

The name and address of the corporation's initial registered agent is:

Michael J. Connors
24712 Hollybrier Lane
Bonita Springs, Florida 34134

APPROVED
AND
FILED
98 JUN 17 AM 7:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article VII

The principal place of business of this corporation shall be located at:

4966 Tamiami Trail N.
Naples, Florida 34103

Article VIII

This is a close corporation as contemplated by Florida Statute 607.72. The corporation will have no directors and business shall be conducted by the shareholders of this corporation.

Article IX

The names and post office addresses of the President, Vice President, Secretary and Treasurer, who shall hold office for the first year of existence of the Corporation, or until their successors are elected pursuant to the Corporate By-Laws are as follows:

Name	Office	Address
Michael J. Connors	Pres, V/P, Sec. & Treas.	24712 Hollybrier Lane Bonita Springs, FL 34134

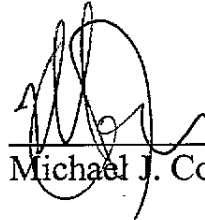
Article X

The name and address of the subscriber of this certificate of incorporation is as follows:

Michael J. Connors
24712 Hollybrier Lane
Bonita Springs, FL 34134

I, the undersigned, being the original subscriber and incorporator of the foregoing corporation, do hereby certify that the foregoing constitutes the charter of the above corporation.

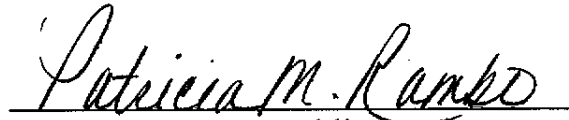
Witness my hand and seal this 16th day of June 1998


Michael J. Connors

State of Florida
County of Collier

Before me, the undersigned notary public, personally appeared--Michael Connors—to me known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and he/she acknowledged before me that he/she executed and subscribed to the same for the purposes therein expressed. Who produced Florida Drivers License as identification.

Dated: June 16, 1998


Notary Public

My Commission Expires:



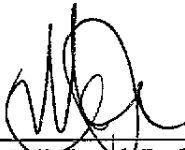
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

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: Emerson Direct, Inc.
2. The name and address of the registered agent and office is:

Michael J. Connors
24712 Hollybrier Lane
Bonita Springs, FL 34134

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 J. Connors

6/15/98

Date

98 JUN 17 AM 7:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED