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RETIRED

RAYMOND H. HODGES

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AREA CODE 813

December 8, 1998

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301-6327

900002711749--9
-12/14/98--01100--002
*****70.00 *****70.00

In Re: Incorporation of TransAtlantic Software, Inc., Direct
Marketing Consulting, Inc., and Collegiate Technologies, Inc.

Gentlemen:

Enclosed are the original of the Articles of Incorporation for the above corporations. Checks for the filing fees for each are enclosed.

Very truly yours,



STEPHEN D. CARLE

SDC:hb

Enclosures

98 DEC 14 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

CB
12-15-98
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no copy

ARTICLES OF INCORPORATION
OF
DIRECT MARKETING CONSULTING, INC.

FILED
98 DEC 14 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being qualified to act as incorporators under the Florida General Corporation Act, adopt the following Articles of Incorporation for the purpose of organizing a Corporation under the Act:

1. The name of the Corporation is:

DIRECT MARKETING CONSULTING, INC.

2. The duration of the Corporation is perpetual.

3. The street address of the initial principal office and of the registered office of the Corporation in the State of Florida shall be 36715 Tara Avenue, Zephyrhills, Florida 33541, and the name of the Registered Agent at such address is CLIFFORD W. DORR, JR.

4. The Corporation is to be for profit.

5. The purposes for which the Corporation is organized are:

To provide consulting services to the call center industry;

To do any or all of the things herein set forth, and all things usual, necessary or proper in furtherance of or incidental to said business, to the same extent as natural persons might or could do in any part of the world, at wholesale or retail, as principal, agent, contractor, trustee or otherwise, and either alone or in company with others;

8. The name and address of the incorporators are:

CLIFFORD W. DORR, JR. 36715 Tara Avenue
Zephyrhills, FL 33541

SALLY A. DORR 36715 Tara Avenue
Zephyrhills, FL 33541

This Corporation shall enjoy and be subject to such benefits, privileges and immunities and such restrictions, liabilities and obligations as are provided with respect to corporations for profit generally by the laws of the land and which are held applicable to corporations for profit organized under the Florida General Corporation Act.

EXECUTED This 20th day of November, 1998.



MARILYN LINK
COMMISSION # CC 685777
EXPIRES OCT 5, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

Clifford W. Dorr, Jr.
CLIFFORD W. DORR, JR.

Sally A. Dorr
SALLY A. DORR

INCORPORATORS

STATE OF FLORIDA)

COUNTY OF PASCO)

The foregoing instrument was acknowledged before me this 5th day of ~~November~~ December, 1998, by CLIFFORD W. DORR, JR.,

[] who is personally known to me OR

[X] who has produced Florida Notary License as identification.

Marilyn Link
Signature of Notary Public

Marilyn Link
Typed/Printed Name of Notary Public
NOTARY PUBLIC

CC 685777
Serial Number (if any)

My commission expires: October, 5, 2001

STATE OF FLORIDA)

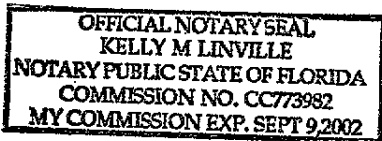
COUNTY OF PASCO)

FILED
98 DEC 14 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this
20th day of November, 1998, by SALLY A. DORR,
[] who is personally known to me, OR
[X] who has produced Florida Drivers License as identification.

[Signature]
Signature of Notary Public

Kelly M Linville
Typed/Printed Name of Notary Public
NOTARY PUBLIC



Serial Number (if any)

My commission expires: _____

Acceptance of Designation as Registered Agent

The undersigned hereby accepts designation as Registered Agent of DIRECT MARKETING CONSULTING, INC., and acknowledges that the undersigned is familiar with and accepts the obligations provided for registered agents under the Florida Statutes, this 5th day of December, 1998.

[Signature]
CLIFFORD W. DORR, JR.