

TRANSMITTAL LETTER

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

P99000013766

SUBJECT: DIRECT WHOLESALE ACCESS CORP.
(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

 \$78.75*
Filing Fee
& Certified Copy

 X \$87.50*
Filing Fee,
Certified Copy
& Certificate

*ADDITIONAL COPY REQUIRED

FROM: STEPHEN G. KING
Name (Printed or typed)

8421 Baymeadows Way
Address

Jacksonville, FL 32256
City, State & Zip

904-680-2300 ext. 139
Daytime Telephone number

900002772018--3
-02/10/99--01082--017
*****87.50 *****87.50

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

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: **DIRECT WHOLESALE ACCESS CORP.**

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**8421 Baymeadows Way
Jacksonville, FL 32256**

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any time is:

1,000,000 (no par value)

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

**STEPHEN G. KING
8421 Baymeadows Way
Suite 1
Jacksonville, FL 32256**

ARTICLE V INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:

**STEPHEN G. KING
8421 Baymeadows Way
Suite 1
Jacksonville, FL 32256**

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TALLAHASSEE, FLORIDA

ARTICLE VI INITIAL DIRECTOR

The name and address of the initial director of the Corporation are:

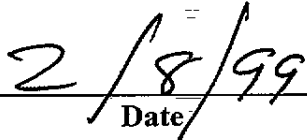
STEPHEN G. KING
8421 Baymeadows Way
Jacksonville, FL 32256

ARTICLE VII GENERAL PURPOSE OF THE CORPORATION

The general purpose of the Corporation is to conduct any lawful business.

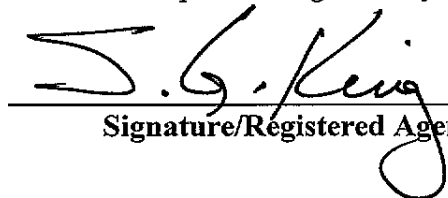


Signature/Incorporator



Date

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.



Signature/Registered Agent



Date

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