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February 15, 1999

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

600002790006--1  
-03/01/99--01022--010  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: **Premiere Digital Catalogs, Inc.**

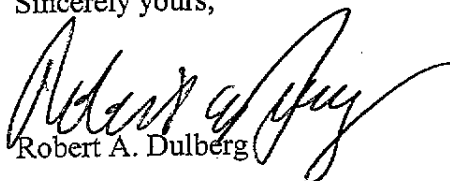
Dear Sir/Madam:

Enclosed are an original and one copy of the Articles of Incorporation and a Designation and Acceptance of Registered Agent for a Florida corporation. Also enclosed is our check in the sum of \$78.75 representing the filing fee and certificate fee.

Kindly file the original Articles of Incorporation and return a copy of the filed articles along with the certificate to the undersigned.

Thank you for your anticipated prompt attention.

Sincerely yours,

  
Robert A. Dulberg

RAD/ba  
Enclosures  
cc: Harry R. Duncanson

FILED  
99 MAR -1 PM 3:01  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

MAR 16 1999  


**ARTICLES OF INCORPORATION  
OF  
PREMIERE DIGITAL CATALOGS, INC.**

**FILED**  
99 MAR -1 PM 3:01  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned elects to form a corporation in accordance with Florida Statute 607.0202 of the Florida Business Corporation Act as follows:

**ARTICLE I  
NAME**

The name of the Corporation shall be **PREMIERE DIGITAL CATALOGS, INC.**

**ARTICLE II  
EXISTENCE**

The existence of the Corporation shall be perpetual commencing upon filing of these Articles with the Department of State.

**ARTICLE III  
NATURE OF BUSINESS**

The general nature of the business or businesses of the Corporation is to engage in any activity, business or enterprise permitted by the laws of the United States and of the State of Florida.

**ARTICLE IV  
SHARES**

The maximum number of shares the Corporation is authorized to issue is One Thousand (1,000) shares with a par value of \$1.00 per share, all of which shall be common shares.

**ARTICLE V**  
**INITIAL OFFICE**

The street address of the initial principal office and mailing address of the Corporation shall be:

6991 N.W. 82<sup>nd</sup> Avenue  
Bay 2  
Miami, Florida 33166

**ARTICLE VI**  
**DIRECTORS**

The number of directors constituting the initial board of directors shall be three (3). The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the Corporation in the manner provided by law, but shall never be less than one (1).

The persons named as initial directors shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, whichever occurs first. The names of the persons who shall serve as the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
DONALD M. DUNCANSON	1182 N.W. 159 <sup>th</sup> Drive Miami, Florida 33169
HARRY R. DUNCANSON	1182 N.W. 159 <sup>th</sup> Drive Miami, Florida 33169
ALECTRON DORFMAN	6991 N.W. 82 <sup>nd</sup> Avenue Bay 2 Miami, Florida 33166

**ARTICLE VII**  
**INCORPORATOR**

The name and address of the Incorporator is:

HARRY R. DUNCANSON  
1182 N.W. 159<sup>th</sup> Drive  
Miami, Florida 33169

ARTICLE VIII  
REGISTERED AGENT

The name and address of the initial Registered Agent is:

HARRY R. DUNCANSON  
1182 N.W. 159<sup>th</sup> Drive  
Miami, Florida 33169

ARTICLE IX  
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X  
PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

The undersigned, being the Incorporator for the purpose of forming this Corporation, does subscribe and acknowledge these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly has hereunto set his hand this 26 day of February, 1999.

  
\_\_\_\_\_  
HARRY R. DUNCANSON, Incorporator

## CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF F.S. 607.0501, 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 PREMIERE DIGITAL CATALOGS, INC.
2. The name and address of the registered agent and office is:

HARRY R. DUNCANSON  
1182 N.W. 159<sup>th</sup> Drive  
Miami, Florida 33169

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.

### ACKNOWLEDGEMENT

Having been named to accept service of process for the above-named corporation at the place designated in these Articles, I hereby accept and agree to act in this capacity, and further agree to comply with the provisions of applicable Florida Statutes, relative to keeping open said office.



HARRY R. DUNCANSON, Registered Agent

**FILED**  
99 MAR - 1 PM 3:01  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA