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November 29, 1999

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

800003059108--7
-12/02/99--01064--008
122.50 **78.75

Re: People Direct Inc.


Dear Sir/Madam:

Enclosed please find two executed Articles of Incorporation for People Direct Inc.
Please return a certified copy of said Articles to this office for forwarding to our client.

Also enclosed is a check in the amount of \$122.50 for the cost of the filing fee and
a certified copy.

Thank you for your assistance in this matter.

Very truly yours,


Sidney Werner

SW/db
enclosures

FILED
99 DEC -2 PM 4: 22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2-6
cc

ARTICLES OF INCORPORATION

OF

PEOPLE DIRECT INC.

FILED
99 DEC -2 PM 4:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation is **PEOPLE DIRECT INC.**

ARTICLE II. CORPORATE ADDRESS

The principal place of business and mailing address of this Corporation shall be 1220
Pinellas Point Drive, St. Petersburg, FL 33705.

ARTICLE III - PURPOSE

This corporation may engage or transact any or all lawful activities or business
permitted under the laws of the United States, the State of Florida or any other states, county,
territory or nation.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 75,000 shares of \$.10 par value common
stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3631 Central
Avenue, St. Petersburg, FL 33713, and the name of the initial Registered Agent of this
corporation at that address is Enrico J. Cuoco.

ARTICLE VI - DURATION

This corporation shall have perpetual existence, and shall become effective on the filing of these Articles of Incorporation.

ARTICLE VII - DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one. The names and addresses of the initial director of this corporation are:

NAME

ADDRESS

Enrico J. Cuoco

3631 Central Avenue
St. Petersburg, FL 33713

ARTICLE IX - INCORPORATORS

The name and address of the person signing these Articles are:

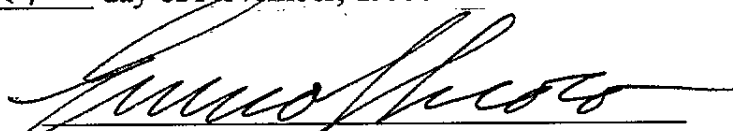
NAME

ADDRESS

Enrico J. Cuoco

3631 Central Avenue
St. Petersburg, FL 33713

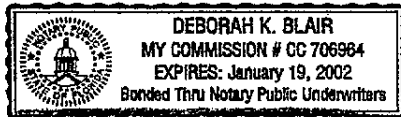
IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 29th day of November, 1999.


ENRICO J. CUOCO, "Incorporator"

STATE OF FLORIDA
COUNTY OF PINELLAS

Before me, a Notary Public authorized to take acknowledgements in the State and county set forth above, personally appeared **ENRICO J. CUOCO**, known to me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 29th day of November, 1999.



Deborah K. Blair

NOTARY PUBLIC
My Commission Expires:

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

ENRICO J. CUOCO, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505 Florida Statutes.

Enrico J. Cuoco

ENRICO J. CUOCO, "Registered Agent"