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STEPHEN D. CARLE

BOARD CERTIFIED

WILLS, TRUSTS & ESTATES LAWYER

RAYMOND H. HODGES

(1915-1999)

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AREA CODE 813

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-12/16/99--01085--011  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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

In Re: Incorporation of Direct Marketing Consulting Products and Services, Inc.

Gentlemen:

Enclosed is the original of the Articles of Incorporation. A check for \$70.00 for filing is enclosed.

Very truly yours,



STEPHEN D. CARLE

SDC:lem

Enclosures

FILED  
99 DEC 16 AM 8:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12-20  
WC

FILED  
99 DEC 16 AM 8:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

DIRECT MARKETING CONSULTING PRODUCTS AND SERVICES, INC.

The undersigned, being qualified to act as an incorporator under the Florida General Corporation Act, adopts 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 PRODUCTS AND SERVICES, INC.

2. The duration of the Corporation is perpetual.

3. The street address of the initial principal office, and the registered office of the Corporation in the State of Florida shall be 5114 Englewood Lane, 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 products and services in the software industry and elsewhere;

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;

To carry on any other business, whether selling, manufacturing or otherwise, and to do all things not forbidden by the laws of the State of Florida, provided, however, that the Corporation is not being formed for any purpose which requires compliance with statutory provisions not a part of the Act which govern the formation of corporations and is not being organized for a purpose or purposes which require authorization under the laws or statutory regulations of the State of Florida by any office or commission other than the Office of the Secretary of State;

To be vested with all the rights and powers now or hereafter conferred upon such corporations by the laws of the State of Florida;

But if this Corporation shall undertake to do any of the things hereinbefore set forth in any state other than Florida, in the District of Columbia, in any territory, colony, or dependency of the United States, or in any foreign country or in any colony or dependency thereof, then as to such jurisdictions, and each of them, this Corporation shall be deemed to have such powers only insofar as such jurisdictions respectively permit corporations within their several respective jurisdictions to execute such powers.

6. The maximum number of shares that the Corporation is authorized to issue is one thousand (1,000) shares, all without par value. Such shares shall be of one class and shall be designated common shares.

7. The holders of shares of the Corporation of any class, in the event of the proposed issuance by the Corporation of shares of stock of the same class, at any time after completion of its original issuance of shares, or in the event of the grant by

the Corporation of any options or rights to purchase shares of the same class, or in the event of the proposed issuance by the Corporation of any securities convertible into or carrying an option to purchase shares of the same class, shall have the right to acquire such securities, as nearly as practicable, in proportion to their holding of shares of such class. Issuances giving rise to such preemptive rights shall include any issuance of authorized but unissued shares, as well as the issuance of any treasury shares held by the Corporation. The price offered to each holder by reason of his preemptive rights shall be no less favorable than the price at which the shares are to be offered to others. Shares which have been offered to shareholders to satisfy their preemptive rights, but which are not purchased by them within thirty (30) days after receipt of a notice from the Corporation stating the price, terms and conditions upon which the shareholders may exercise their preemptive rights, may be thereafter issued or sold to any other person or persons at a price not less than the price at which they were offered to the shareholders.

8. The initial Board of Directors shall contain two Directors whose names and addresses follow:

CLIFFORD W. DORR, JR.

5114 Englewood Lane  
Zephyrhills, FL 33541

ALAN BRASLOW

6 Banner Road  
Cherry Hill, NJ 08003

9. The name and address of the incorporator is:

CLIFFORD W. DORR, JR.

5114 Englewood Lane  
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 10th day of December, 1999.

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

STATE OF FLORIDA )

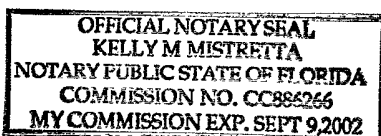
COUNTY OF PASCO )

The foregoing instrument was acknowledged before me this 10th day of December, 1999, by CLIFFORD W. DORR, JR.,

[ ] who is personally known to me, OR

[X] who has produced Idaho Driver's License as identification.

Kelly M. Mistretta  
Signature of Notary Public  
Kelly M Mistretta  
Typed/Printed Name of Notary Public  
NOTARY PUBLIC

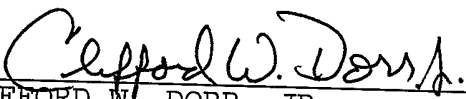


Serial Number (if any) \_\_\_\_\_

My commission expires: \_\_\_\_\_

Acceptance of Designation as Registered Agent

The undersigned hereby accepts designation as Registered Agent of DIRECT MARKETING CONSULTING PRODUCTS AND SERVICES, INC., and acknowledges that the undersigned is familiar with and accepts the obligations provided for registered agents under the Florida Statutes, this 10th day of December, 1999.

  
\_\_\_\_\_  
CLIFFORD W. DORR, JR.

FILED  
99 DEC 16 AM 8:52  
SECRETARY OF STATE  
TALLAHASSEE, FL 32399