

MAY-21-2003 11:00AM

FROM: RUTHERFORD, MULHALL & WARGO, P.A.

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Florida Department of State
Division of Corporations
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(((H03000198639 4)))

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BASIC AMENDMENT

PROFESSIONAL DIRECT MARKETING AND MAILING LISTS, INC

Certificate of Status	0
Certified Copy	1
Page Count	06
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Amended & Restated

T BROWN MAY 21 2003



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 21, 2003

PROFESSIONAL DIRECT MARKETING AND MAILING LISTS, INC.
2600 N. MILITARY TRAIL
SUITE 205
BOCA RATON, FL 33431

SUBJECT: PROFESSIONAL DIRECT MARKETING AND MAILING LISTS, INC.
REF: S00077

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please correct your document to reflect that it is filed pursuant to the correct statute number.

Restated Articles of Incorporation for a Florida profit corporation are filed pursuant to section 607.1007, Florida Statutes. Please correct your document accordingly.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

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Teresa Brown
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DIVISION OF CORPORATIONS

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

RUTHERFORD MULHALLPROFESSIONAL ASSOCIATION
ATTORNEYS AND COUNSELLORS AT LAW

GEORGE M. BAKALAR
JOYCE A. CONWAY
KEVIN J. D'ERPIES
CORINNE B. KAHN 5
ROBIN J. KING
STANLEY DALE KLOTT, JR. 7
JOSEPH M. LANDOLFI, JR.
RYLAND F. MAHATHEY 2
JOHN T. MULHALL III 7
MARK L. NOWAK 3
SHERYL T. ROSENBLUM
LAURA L. RUMMANE 6
CHARLES E. RUTHERFORD 1, 4
SCOTT J. TORDOLSKI 5, 6 **
SCOTT S. WALLACE
ROBERT L. WUNKER

BOCA RATON OFFICE
FOUNTAIN SQUARE I, FOURTH FLOOR
2600 NORTH MILITARY TRAIL
BOCA RATON, FL 33431-6348

TELEPHONE: 561.241.1600

FACSIMILE: 561.241.3815

E-MAIL: info@rutherfordmulhall.comINTERNET: www.rutherfordmulhall.com

REPLY TO: 5 BOCA RATON OFFICE

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FROM: JOSEPH M. LANDOLFI, JR., ESQ.
DATE: May 21, 2003
NUMBER OF PAGES: 8
CLIENT NUMBER: 5390.003

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Re: Fax Audit Number: H03000198639
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PROFESSIONAL DIRECT MARKETING AND MAILING LISTS, INC.**

Pursuant to Section 607.1007, Florida Statutes, the Board of Directors of PROFESSIONAL DIRECT MARKETING AND MAILING LISTS, INC., a corporation duly organized and existing under the laws of the State of Florida (the "Corporation"), having executed a Written Consent in Lieu of Special Meeting of the Board of Directors and Shareholders pursuant to Sections 607.0704 and 607.0821, Florida Statutes, do hereby adopt the following Amended and Restated Articles of Incorporation as follows:

ARTICLE I

The name of this Corporation is PROFESSIONAL DIRECT MARKETING AND MAILING LISTS, INC.

ARTICLE II

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida. While engaging in such activity or business, it may exercise all of the powers and privileges conferred by the Florida General Corporations Act as presently in effect and as it may be amended from time to time in the future.

ARTICLE III

The aggregate number of shares which the Corporation shall have the authority to issue shall be 5,000 Class A voting common shares at \$1.00 par value and 5,000 Class B non-voting common shares at \$1.00 par value.

All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property at a just valuation to be fixed by the Board of Directors at a meeting called for that

Prepared By:
JOSEPH M. LANDOLFI, JR., ESQ.
FLORIDA BAR NO. 0122203
2600 N. Military Trail, Fourth Floor
Boca Raton, FL 33431
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purpose. Property, but not labor or services, may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE IV

The street address and the principal office of the Corporation shall be 2600 N. Military Trail, Suite 205, Boca Raton, FL 33431-6330.

The name of the Corporation's registered agent is Rutherford Mulhall, P.A., 2600 N. Military Trail, Fourth Floor, Boca Raton, FL 33431.

ARTICLE V

The number of Directors constituting the Board of Directors of this Corporation is Three (3). The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one (1). The names and street addresses of the Directors of this Corporation are:

<u>Name</u>	<u>Address</u>
RICHARD KRNA	4550 NW 23rd Court Boca Raton, FL 33431
BARBARA KRNA	4550 NW 23rd Court Boca Raton, FL 33431
JOSEPH VERGOGLINO	6635 NW 25 Ct Boca Raton, FL 33496

The Directors may serve from time to time and may, by resolution, fix the number constituting the Board of Directors and may also name the persons to fill vacancies on the Board of Directors created by an increase in the number of Directors which occurs between annual meetings.

ARTICLE VI

At the time of Incorporation, the Incorporator's name and address was Richard Krna, 4550 NW 23rd Court, Boca Raton, FL 33431.

ARTICLE VII

It is the intention of the Corporation to indemnify its Officers, Directors, employees and agents to the extent permitted by Section 607.0850, Florida Statutes.

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ARTICLE VIII

Anything to the contrary contained in these Amended Articles notwithstanding, if the Shareholders of the Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

ARTICLE IX

Directors of this Corporation need not be residents of the State of Florida, unless otherwise provided in the Bylaws of the Corporation.

The Shareholders of this Corporation shall have exclusive authority to fix the compensation of Directors of this Corporation, unless otherwise provided in the Bylaws.

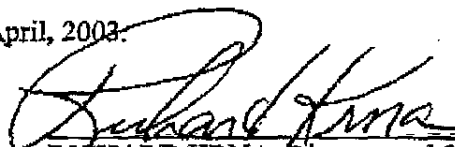
ARTICLE X

Members of the Board of Directors may participate in regular or special meetings of the Board of Directors by means of a conference telephone as provided by law.

ARTICLE XI

The Corporation, its Shareholders, or any combination of the Corporation and its Shareholders, may enter into agreements limiting or restricting free transfers of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements and, when the existence of such agreement is noted on the face or on the back of the certificates representing any such shares, such agreements will be binding and enforceable upon any transferee or successor of any party to such agreement.

Dated this 22nd day of April, 2003.



RICHARD KRNA, Director and Shareholder

STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized to take acknowledgments, personally appeared RICHARD KRNA to me known to be the person described in and who executed the foregoing Amended and Restated Articles of Incorporation of

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PROFESSIONAL DIRECT MARKETING AND MAILING LISTS, INC., and he acknowledged before me that he subscribed to these Amended and Restated Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 22ND day of April, 2003.


Notary Public



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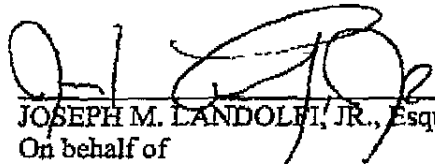
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING THE AGENT UPON
WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 620.192, Florida Statutes, the following is submitted:

That PROFESSIONAL DIRECT MARKETING AND MAILING LISTS, INC., organized under the laws of the State of Florida, with its principal place of business at 2600 N. Military Trail, Suite 205, Boca Raton, FL 33431-6330 has named Rutherford Mulhall, P.A., located at 2600 N. Military Trail, Fourth Floor, Boca Raton, FL 33431, as its agent to accept service of process within Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.



JOSEPH M. LANDOLFI, JR., Esquire
On behalf of
Rutherford Mulhall, P.A., as Registered Agent

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**CERTIFICATE OF THE SECRETARY
OF
THE BOARD OF DIRECTORS
OF
PROFESSIONAL DIRECT MARKETING AND MAILING LISTS, INC.**

I, BARBARA KRNA, the Secretary of the Board of Directors of PROFESSIONAL DIRECT MARKETING AND MAILING LISTS, INC., a corporation organized and existing under the laws of the State of Florida ("Corporation"),

DO HEREBY CERTIFY THAT:

1. The attached is a true and correct copy of the AMENDED AND RESTATED ARTICLES OF INCORPORATION OF PROFESSIONAL DIRECT MARKETING AND MAILING LISTS, INC., filed this day with the Florida Department of State; and

2. The attached AMENDED AND RESTATED ARTICLES OF INCORPORATION OF PROFESSIONAL DIRECT MARKETING AND MAILING LISTS, INC., have not been altered or rescinded and remain in full force and effect.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 22nd day of April, 2003.

(SEAL)



BARBARA KRNA, Secretary of the
Board of Directors

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