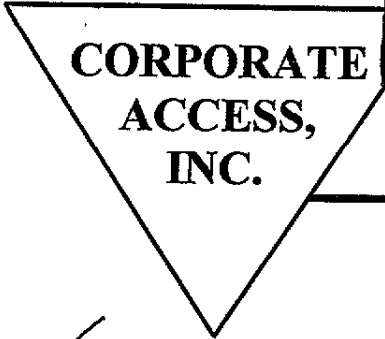


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236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

PICK UP 6/29/00



CERTIFIED COPY

CUS

PHOTO COPY

FILING Prof.

FILED JUN 29 AM 10 38 TALLAHASSEE FL 32303

1.) EzTalk America, Inc. (CORPORATE NAME & DOCUMENT #)

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2.) (CORPORATE NAME & DOCUMENT #)

3.) (CORPORATE NAME & DOCUMENT #)

4.) (CORPORATE NAME & DOCUMENT #)

5.) (CORPORATE NAME & DOCUMENT #)

RECEIVED JUN 29 AM 9:25 DEPARTMENT OF STATE DIVISION OF CORPORATIONS TALLAHASSEE FL 32303

SPECIAL INSTRUCTIONS

ARTICLES OF INCORPORATION

FOR

EZTALK AMERICA, INC.

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

ARTICLE I - NAME

The name of the corporation is

EZTALK AMERICA, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is 3391 E. Silver Springs Blvd., #1, Ocala, FL 34470-6414.

ARTICLE III - DIRECTORS

The name and address of the initial director(s) is

Carl Marshall
3391 E. Silver Springs Blvd., #1
Ocala, FL 34470-6414

00 JUN 29 AM 10:33
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is seven thousand five hundred (7,500) shares having a par value of one dollar (\$1.00) per share.

ARTICLE V - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent for this corporation is Gerald R. Sage, 11963 N. Florida Ave., Suite A, Tampa, FL 33612.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator for this corporation is Corporate Access, Inc., 236 East 6th Avenue, Tallahassee, Florida 32303.

The undersigned incorporator has executed these Articles of Incorporation this 29th day of June, 2000.



Corporate Access, Inc.
President - Danny Bennett

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501 or 617.0501, Florida Statutes, 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.

The name of the corporation is

EZTALK AMERICA, INC.

The name and address of the registered agent is

GERALD R. SAGE

11963 N. FLORIDA AVE., SUITE A

TAMPA, FL 33612

Having been named registered agent for the stated corporation, I hereby accept the appointment as registered agent and am familiar with and accept the obligations of my position.

00 JAN 29 AM 10:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED


SIGNATURE