

P95000041482

CAPITAL CONNECTION, INC.

417 N Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

RE: Tele Corp

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 26 AM 9:58

DB 5/26/95

- | | | |
|-------------------------------------|-----------------------------|-----------------------|
| | C.C. FEE. | DISBURSED |
| <input checked="" type="checkbox"/> | Capital Express™ | |
| <input type="checkbox"/> | Art. of Inc. File | |
| <input type="checkbox"/> | Corp. Record Search | |
| <input type="checkbox"/> | Ltd. Partnership File | |
| <input type="checkbox"/> | Foreign Corp. File | |
| <input checked="" type="checkbox"/> | () Cert. Copy(s) | |
| <input type="checkbox"/> | Art. of Amend. File | |
| <input type="checkbox"/> | Dissolution/Withdrawal | 2101001480798 |
| <input type="checkbox"/> | C U S - | 05226795-11026-008 |
| <input type="checkbox"/> | Fictitious Name File | ****122.50 ****122.50 |
| <input type="checkbox"/> | Name Reservation | |
| <input type="checkbox"/> | Annual Report/Reinstatement | |
| <input type="checkbox"/> | Reg. Agent Service | |
| <input type="checkbox"/> | Document Filing | |
| <input type="checkbox"/> | Corporate Kit | |
| <input type="checkbox"/> | Vehicle Search | |
| <input type="checkbox"/> | Driving Record | |
| <input type="checkbox"/> | Document Retrieval | |
| <input type="checkbox"/> | UCC 1 or 3 File | |
| <input type="checkbox"/> | UCC 11 Search | |
| <input type="checkbox"/> | UCC 11 Retrieval | |
| <input type="checkbox"/> | File No.'s, Copies | |
| <input type="checkbox"/> | Courier Service | |
| <input type="checkbox"/> | Shipping/Handling | |
| <input type="checkbox"/> | Phone () | |
| <input type="checkbox"/> | Top Priority | |
| <input type="checkbox"/> | Express Mail Prop. | |
| <input type="checkbox"/> | FAX () | pgs. |

RECEIVED
MAY 25 9 58 AM '95
DIVISION OF CORPORATIONS

SUBTOTALS	
FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	_____	_____	_____
TIME	_____	_____	CK No. _____
BY	<i>W</i>	_____	_____

WALK-IN 5:26
Will Pick Up _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 26 AM 9:59

ARTICLES OF INCORPORATION
OF
TELEFX CORPORATION

The undersigned incorporator, subscribing to these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation for profit under the laws of the State of Florida,

ARTICLE I - NAME

The name of the Corporation is: TELEFX CORPORATION.

ARTICLE II - NATURE OF BUSINESS

The Corporation may engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 500 shares of common stock each share having \$1.00 par value. The consideration to be paid for each share shall be fixed by the Board of Directors from time to time.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this Corporation will begin business is \$200.00.

ARTICLE V - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI - ADDRESS

The initial address of the principal office of the Corporation is: 2980 SW 2nd Ave., Ft. Lauderdale, FL 33315. The Board of Directors may, from time to time, move the principal office to any other location or address in the state of Florida.

ARTICLE VII - DIRECTORS

The Corporation initially shall have two Directors. The number of Directors may be increased or decreased from time to time as may be provided in the By-laws adopted by the Board of Directors of the Corporation.

ARTICLE VIII - INITIAL DIRECTORS AND OFFICERS

The name and address of the initial Board of Directors and Officers who shall hold office until their successors are elected and have qualified are:

Jean Cascio
2980 SW 2nd Ave.
Ft. Lauderdale, Florida, 33315

Carmelo Cunsolo
2980 SW 2nd Ave.
Ft. Lauderdale, Florida, 33315

**ARTICLE IX - INCORPORATOR AND
INITIAL REGISTERED AGENT**

The name and address of the incorporator signing these Articles of Incorporation and the initial registered agent is:

Jean Cascio
2980 SW 2nd Ave.
Ft. Lauderdale, Florida, 33315

ARTICLE X - EFFECTIVE DATE

These Articles of Incorporation shall become effective upon their approval and acceptance for filing by the Secretary of State of the State of Florida.

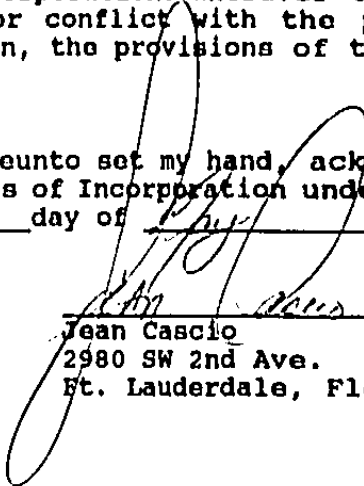
ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors of the Corporation as may be proposed by them to the shareholders, and approved at a shareholders meeting by a majority of the shares entitled to vote thereon, unless all of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE XII - BY-LAWS

The Corporation shall adopt a set of By-Laws to govern the business and affairs of the Corporation. Wherever the By-Laws of the Corporation differ from or conflict with the provisions of these Articles of Incorporation, the provisions of these Articles of Incorporation shall govern.

IN WITNESS WHEREOF, I have hereunto set my hand, acknowledged and filed the foregoing Articles of Incorporation under the Laws of the State of Florida, this 23 day of May, 1995.



Jean Cascio
2980 SW 2nd Ave.
Ft. Lauderdale, Florida, 33315

STATE OF FLORIDA)
COUNTY OF BROWARD) ss:
)

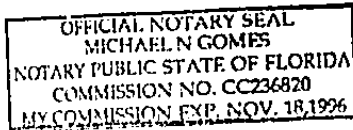
BEFORE ME, the undersigned authority, duly authorized to administer acknowledgements in the County and State last aforesaid, this day personally appeared, JEAN CASCIO, to me known to be the incorporator and the person who executed these Articles of Incorporation, as Incorporator and who produced her driver's license as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 23rd day of May, 1995.



NOTARY PUBLIC

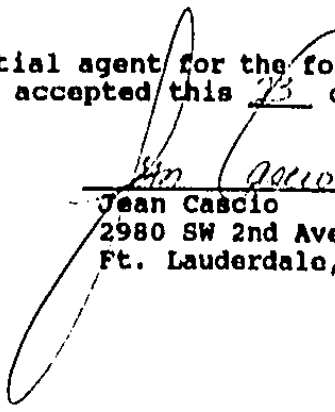
My commission expires: 5/23/95



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 26 AM 9:59

ACCEPTANCE OF REGISTERED AGENT

Designation as initial agent for the foregoing Corporation is hereby acknowledged and accepted this 23 day of May, 1995.



Jean Cascio
2980 SW 2nd Ave.
Ft. Lauderdale, Florida, 33315

P95000041482

JEAN CASCIO
Attorney at Law
Great Western Bank Building
2401 E. Atlantic Blvd. Suite 310
Pompano Beach, FL 33062

FILED
97 JAN 16 AM 9:42
SERIALS SECTION
TALLAHASSEE, FLORIDA

Admitted to Practice:
Florida and New York

Telephone: (954) 784-0619
Facsimile: (954) 783-5355

January 10, 1997

FLORIDA DEPARTMENT OF STATE
PO Box 6327
Tallahassee, FL 32314

300002060879--1
-01/16/97--01100--014
*****35.00 *****35.00

Re: Articles of Dissolution

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Dissolution of Telefx Corporation. for filing with your office. Also enclosed is a check in the amount of \$35.00. Upon acceptance and filing please forward a certified copy to the undersigned. If you have any questions regarding the enclosures, please call me collect at (954) 784-0619.

Very truly yours,
JEAN CASCIO
ATTORNEY AT LAW

Uoldis

VS JAN 24 1997

ARTICLES OF DISSOLUTION OF TELEFX CORPORATION

FILED
97 JAN 16 AM 9:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Florida Statutes, Chapter 607, Section 607.1403 and Section 607.0704, the following Articles of Dissolution are hereby filed, after having been approved by unanimous written consent of the shareholders and directors

ARTICLE ONE

The name of the corporation is TELEFX CORPORATION.

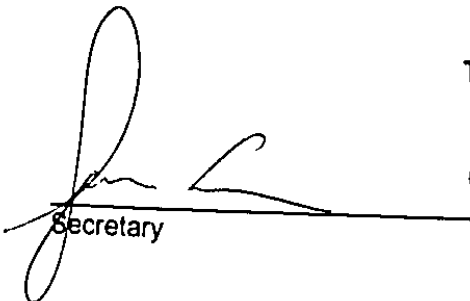
ARTICLE TWO

The date dissolution was authorized was December 31, 1996.

ARTICLE THREE

The dissolution approved unanimously in writing by the shareholders and directors.

IN WITNESS WHEREOF, I have hereunto set my hand, acknowledged and filed the foregoing Articles of Amendment to the Articles of Incorporation under the Laws of the State of Florida, this 7 day of Jan, 1997.


Secretary

TELEFX CORPORATION

PRESIDENT

Carmelo Cansolo

