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MICHAEL R. STORACE, P.A.  
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DENNIS P. CASEY, P.A.

July 27, 1995

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

RE: Tela-Keys Answering Service of Monroe County, Inc.

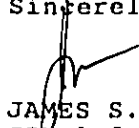
Gentlemen:

Enclosed please two original sets of Articles of Incorporation for the above-referenced corporation, together with my check in the amount of \$122.50 to cover the cost of the filing fee and a certified copy of the Articles of Incorporation.

Please have the enclosed documents filed and return to me a certified copy of the Articles.

If you have any questions, please feel free to call. Thank you.

Sincerely,

  
JAMES S. LUPINO, ESQUIRE  
JSL.laf

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705/01/95-01011-008  
\*\*\*122.50 \*\*\*122.50

Enclosures

cc: Ms. Amy Visser  
Ms. Nancy Lyons

1912.laf

SW  
8/1/95

TALLAHASSEE, FLORIDA

95 JUL 31 PM 2:37

FILED

**FILED**  
55 JUL 31 PM 2:38  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
TELA-KEYS ANSWERING SERVICE OF MONROE COUNTY, INC.**

The undersigned, acting as Incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation:

**ARTICLE I**

The name of the corporation shall be **TELA-KEYS ANSWERING SERVICE OF MONROE COUNTY, INC.** and the mailing address for the corporation is 171 Hood Ave., Suite 24, Tavernier, FL, 33070.

**ARTICLE II**

The period of its duration is perpetual.

**ARTICLE III**

The purpose is to engage in any activities or business permitted under the laws of the United States of Florida.

**ARTICLE IV**

The corporation shall have authority to issue 100 shares all

of one class, \$1 par value.

ARTICLE V

The address of its initial registered office is 100360 Overseas Highway, Key Largo, FL, 33037 and the name of its initial Registered Agent at said address is James S. Lupino, Esquire.

ARTICLE VI

The initial Board of Directors shall consist of two (2) directors, whose names and addresses are:

Nancy Lyons	Amy Visser
30 N. Marlin	369 Crane St.
Key Largo, FL 33037	Key Largo, FL 33037

ARTICLE VII

The names and addresses of the incorporators are:

Nancy Lyons	Amy Visser
30 N. Marlin	369 Crane St.
Key Largo, FL 33037	Key Largo, FL 33037

ARTICLE VIII

Preemptive Rights shall be as follows:

1. Shareholders of the corporation shall have preemptive rights to acquire their pro rata share of stock of the corporation

for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including, but not limited to, cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

2. This article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders of each affected class.

3. No issue of stock of the corporation shall take place unless the price at which the stock is to be issued shall be unanimously approved by the shareholders of the corporation.

4. These preemptive rights shall apply to any corporate obligation which is convertible to or exchangeable for any stock of the corporation, or where there is attached to said obligation any stock warrants or rights which allow the holder to acquire by subscription or purchase any stock of the corporation.

#### ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a

stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

The undersigned incorporator has executed these Articles of Incorporation this 14th day of July, 1995.

Nancy Lyons  
NANCY LYONS, Incorporator

Amy Visser  
AMY VISSER, Incorporator

Dated: 7/14/95

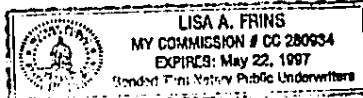
State of Florida  
County of Monroe

The foregoing instrument was acknowledged before me this 14th day of July, 1995 by NANCY LYONS and AMY VISSER, who are personally, known to me or who have produced n/a as identification and who did (did not) take an oath.

Lisa A. Frings  
Notary Public

Lisa A. Frings  
Print Name of Notary Public

My Commission Expires:



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

Pursuant to the provisions of Section 607.0501 and 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.

1. The name of the corporation is **TELA-KEYS ANSWERING SERVICE OF MONROE COUNTY, INC..**

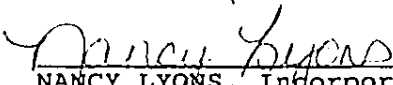
2. The name and address of the registered agent and office is:


James S. Lupino, Esquire  
100360 Overseas Highway  
Key Largo, FL 33037

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

  
\_\_\_\_\_  
JAMES S. LUPINO, ESQUIRE  
Registered Agent

Dated: 7/14/95

  
\_\_\_\_\_  
NANCY LYONS, Incorporator

  
\_\_\_\_\_  
AMY VISSER, Incorporator

Dated: 7/14/95

TALLAHASSEE, FLORIDA

95 JUL 31 PM 2:38

FILED