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August 9, 1995

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

Re: Audiotext Partners One, Inc.

Dear Sir:

Enclosed please find proposed Articles of Incorporation and one copy thereof, with registered agent form attached, for filing.

I also enclose my check in the amount of \$122.50 for the following expenses:

Filing Fees	\$35.00
Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>
	\$122.50

I trust the foregoing is sufficient for issuance of the charter.

Very truly yours,

Jed Berman

JB  
Enclosures

FILED  
AUG 11 AM 10:03  
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

ARTICLE I

The name of the corporation is Audiotext Partners One, Inc.

ARTICLE II

The principal office and mailing address of the corporation is Suite 112, Crealde Executive Center, 2431 Aloma Ave., Winter Park, Florida 32792.

ARTICLE III

The number of shares the corporation is authorized to issue is 10,000 common, consisting of one class only.

ARTICLE IV

Preemptive rights are granted to shareholders in the event of future distributions of stock. The board of directors shall have the authority to fix the procedures for exercising such rights at the time of future distributions of stock.

ARTICLE V

In addition to the shareholders' power to dissolve the corporation as provided by law, the corporation may be dissolved by a majority vote of shares represented by certificates #3 through 12, or derivatives thereof.

ARTICLE VI

The street address of the corporation's initial registered agent is Suite 112, Crealde Executive Center, 2431 Aloma Ave., Winter Park, Florida 32792, and the corporation's initial registered agent is Frank J. Martinus.

ARTICLE VII

The name and address of the Incorporator is Frank J. Martinus, Suite 112, Crealde Executive Center, 2431 Aloma Ave., Winter Park, Florida 32792.

IN WITNESS WHEREOF the Incorporator has hereunto said his hand and seal on July 31, 1995.

  
\_\_\_\_\_  
Frank J. Martinus, Incorporator

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

Pursuant to Fla. Stat. 48.091, the following is submitted in compliance thereof.

That Audiotext Partners One, Inc. desiring to organize under the laws of the State of Florida, has named Frank J. Martinus, located at Suite 112, Crealde Executive Center, 2431 Aloma Ave., Winter Park, Florida 32792, as its registered agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for Audiotext Partners One, Inc., at the place designated in this certificate, I hereby accept said designation and agree to comply with the statutory requirement relevant to keeping open said office.

  
Frank J. Martinus, Registered Agent

RECORDS SECTION  
TALLAHASSEE, FLORIDA

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