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ARTICLES OF INCORPORATION

OF

INNOVATIVE TELEPHONY SOLUTIONS, INC.

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation for such corporation:

ARTICLE I

Name

The name of the corporation shall be

Innovative Telephony Solutions, Inc.

ARTICLE II Mailing Address

The mailing address of the corporation is: Innovative Telephony Solutions, Inc. 10460 ROOSEVELT BLVD. N., #195 ST. PETERSBURG FL 33716-3821

ARTICLE III

Stock

The corporation shall have authority to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE IV

Initial Registered Agent and Office

The name and address of the corporation's initial Registered Agent is

Robert Finch 12001 9th Street N. Suite #2602 St. Petersburg, FL 33716 TALLAHASSEE, LORIDA

ARTICLE V Incorporator

The name and address of the incorporator is:

Robert Finch 12001 9th Street N. Suite #2602 St. Petersburg, FL 33716

Dated this 12 day of March 2004.

By: Robert W. Finch Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation: (i) I agree to act in this capacity; (ii) I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties; and (iii) I accept the duties and obligations of acting as registered agent pursuant to Section 607.0505 of the Florida Business Corporation Act.

Dated this 12 day of March 2004.

By: Robert W. Finch Registered Agent

Registered Agent

Registered Agent