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Florida Department of State  
Division of Corporations  
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From:  
Account Name : PROSKAUER ROSE LLP  
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**FOREIGN PROFIT QUALIFICATION**

Voiceglo Holdings, Inc.

RECEIVED  
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DIVISION OF CORPORATION

Certificate of Status	0
Certified Copy	1
Page Count	04
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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO  
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.**

1. VOICEGLO HOLDINGS, INC.  
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation (instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware 3. 05-0540747  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 11/7/02 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification  
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification."  
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 110 E. Broward Boulevard, 14th Floor  
(Principal office address)  
Fort Lauderdale, FL 33301  
(Current mailing address)
8. Anything lawful under the laws of the State of Florida.  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)  
Name: CT Corporation System  
Office Address: 1200 South Pine Island Road,  
Plantation, , Florida 33324  
(City) (Zip code)

**10. Registered agent's acceptance:**

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

CT Corporation System

By: Barbara A. Burke  
(Registered agent's signature)

**BARBARA A. BURKE**  
SPECIAL ASSISTANT SECRETARY

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Edward Cespedes

Address: 110 E. Broward Boulevard, 14th Floor

Fort Lauderdale, FL 33301

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Michael S. Egan

Address: 110 E. Broward Boulevard, 14th Floor

Fort Lauderdale, FL 33301

Director: Robin M. Segaul

Address: 110 E. Broward Boulevard, 14th Floor

Fort Lauderdale, FL 33301

B. OFFICERS

President: Edward Cespedes

Address: 110 E. Broward Boulevard, 14th Floor

Fort Lauderdale, FL 33301

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

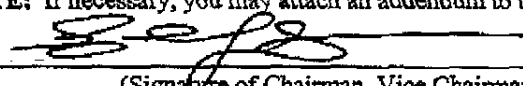
Secretary: Robin M. Segaul

Address: 110 E. Broward Boulevard, 14th Floor, Fort Lauderdale, FL 33301

Treasurer: Robin M. Segaul

Address: 110 E. Broward Boulevard, 14th Floor, Fort Lauderdale, FL 33301

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.   
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Edward Cespedes, President  
(Typed or printed name and capacity of person signing application)

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# Delaware

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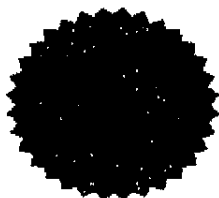
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VOICEGLO HOLDINGS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SEVENTH DAY OF FEBRUARY, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED  
2003 MAR -6 PM 3:49  
DIVISION OF CORPORATIONS  
ATLANTA, FLORIDA



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2281047

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DATE: 02-27-03