

ACCOUNT NO. : 07210000032

REFERENCE: 560149 7175084

AUTHORIZATION :

900003107149

COST LIMIT : \$ 70.00

ORDER DATE : January 21, 2000

ORDER TIME : 1:27 PM

ORDER NO. : 560149-005

CUSTOMER NO: 7175084

Mr. David Webb CUSTOMER:

MR. DAVID WEBB MR. DAVID WEBB 324 Datura Street

Suite 140

West Palm Beach, FL 33401

DOMESTIC FILING

NAME: VOICETEL SYSTEMS INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION \_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

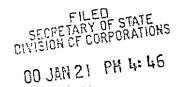
CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:



#### ARTICLES OF INCORPORATION

OF

#### VOICETEL SYSTEMS INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

### ARTICLE I. NAME

The name of the corporation shall be:

#### VOICETEL SYSTEMS INC.

The address of the principal office of this corporation shall be 324 Datura Street, Suite 140, West Palm Beach, Florida 33401, and the mailing address of the corporation shall be the same.

#### ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

#### ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,500 shares of common stock having no par value per share.

## ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office

of the corporation shall be 1201 Hays Street, Tallahassee,

Florida 32301, and the name of the initial registered agent

of the corporation at that address is Corporation Service

Company.

# ARTICLE V. TERM OF EXISTENCE

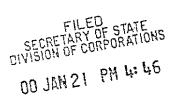
This corporation is to exist perpetually.

# ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

David Webb 324 Datura Street, Suite 140 Dir. West Palm Beach, Florida 33401

Bruce Harrington 324 Datura Street, Suite 140
Dir. West Palm Beach, Florida 33401



# ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

The Company Corporation 1013 Centre Road Wilmington, Delaware 19805

The undersigned incorporator has executed these Articles of Incorporation on January 21, 2000.

Its Incorporator, Laura R. Rudlap

# ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Its Agent, Laura R. Dunlap
Authorized Service Representative
Corporation Service Company

TAP/AGL