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June 22, 2001

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Voicetel Systems, Inc.

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing

*Amend + Restate Arts
 6-22-01
 #5*

Articles Only **20004437222-3**
 -06/22/01--01054--011
 *****35.00 *****35.00

Retrieval Request

- Photocopy
- Certified Copy

- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

NOT RETURNED TO ACKNOWLEDGE SUFFICIENCY OF FILING

2001 JUN 22 AM 11:38

RECEIVED
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

01 JUN 22 PM 12:52

FILED

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

VOICETEL SYSTEMS, INC.

FILED
01 JUN 22 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name and Address

The name and address of the Corporation shall be VOICETEL SYSTEMS, INC., located at 324 Datura Street - #134, West Palm Beach, Florida 32301.

ARTICLE II

Duration

The term of existence of the Corporation shall be perpetual, unless sooner dissolved according to law.

ARTICLE III

Purpose

This Corporation is organized for the following purposes and shall have the following powers:

1. To acquire, retain, invest, exchange, purchase, sell, lease (as either lessee or lessor), borrow, mortgage, pledge, transfer, convey, develop, manage, or otherwise deal in real and personal property within or without the State of Florida, and to conduct, carry on, engage in, within or without the United States of America, any businesses incidental thereto and shall have such powers as trustee, promoter, incorporator, agent, shareholder, partner, member, associate, manager, and/or licensee, of any corporation, partnership, joint venture trust and/or other enterprise.

2. To do everything necessary, proper, or convenient for the accomplishment of the purposes set forth herein, and to do every other act incidental thereto which is not forbidden under the laws of the United States of America, the State of Florida, or by the provisions of these Amended and Restated Articles of Incorporation.

ARTICLE IV
Capital Stock

This Corporation is authorized to issue Two Hundred Million (200,000,000) shares of One Dollar (\$1.00) par value Common Stock. The issuance and transfer of the Common Stock of the Corporation shall be restricted by any shareholder's agreement entered into and made effective by and among the holders of issued and outstanding common shares of the Corporation.

All the shares of Common Stock shall be paid for in cash, or property, real or personal, tangible, intangible, or the lease thereof, or in labor or services in lieu of cash or property, at a just valuation to be fixed by the Board of Directors of this Corporation unless otherwise forbidden by the laws of the State of Florida. The payment thereof does not have to be at the time of issuance, provided such shares are subject to calls thereon by the Corporation until such time as the whole consideration therefore shall have been paid.

ARTICLE V
Registered Office and Agent

The street address of the registered office of this Corporation is 324 Datura Street - #140, West Palm Beach, Florida 32301.

The name of the registered agent of this Corporation at that address is David Webb.

Unless otherwise provided by these Amended and Restated Articles of Incorporation, Bylaws or the laws of the state of Florida, the registered agent and its office shall remain the same from year to year until his successor has been appointed and has been duly qualified.

ARTICLE VI
Board of Directors

This Corporation shall have at least one director. The number of directors may be either increased or diminished from time to time by amendment to the Bylaws adopted by the stockholders. Unless otherwise provided by these Amended and Restated Articles of Incorporation, Bylaws or the laws of the State of Florida, the director(s) of this Corporation shall hold office from year to year or until their successors are elected or appointed and have qualified. In case of any increase in the number of directors, additional directors shall be elected as provided in the Bylaws of the Corporation.

At any time hereafter, the stockholders may, by a majority vote, determine that the Corporation be managed by the stockholders.

ARTICLE VII
Bylaws

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida and the United States of America, the Board of Directors is expressly authorized to frame and adopt any such Bylaws for the Corporation as are not inconsistent with the laws of the State of Florida or the United States of America or these Amended and Restated Articles of Incorporation.

With the exception of fixing the number of directors of the Corporation, the Board of Directors is expressly authorized, without the assent of the stockholders, to add to, delete from or otherwise amend the Bylaws of the Corporation.

ARTICLE VIII
Indemnification and Limitation of Liability

The Corporation shall indemnify any officer or director, or any former officer or director of the Corporation, to the full extent permitted by law. The private property of the stockholders shall not, unless otherwise provided by law, be subject to the payment of the corporate debts to any extent whatsoever. The Corporation shall have a first lien on the shares of its stockholders and upon dividends due them for any indebtedness of such stockholders to the Corporation.

ARTICLE IX
Working Capital

The Board of Directors shall have the authority to fix any amount which in its discretion need be reserved as working capital of the Corporation.

ARTICLE X
Preemptive Rights

Every shareholder of the Corporation, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without the issuance of fractional shares) at the price which it is offered to others.

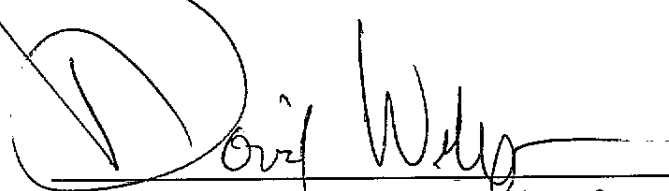
ARTICLE XI
Amendment

The Corporation reserves the right to amend, add to, or repeal a provision contained in these Amended and Restated Articles of Incorporation in the manner consistent with law and in conformity with the provisions set forth in the Bylaws.

THESE AMENDED AND RESTATED ARTICLES OF INCORPORATION SHALL BECOME EFFECTIVE UPON FILING IN ACCORDANCE WITH FLORIDA STATUTES.

THE FOREGOING AMENDED AND RESTATED ARTICLES OF INCORPORATION WERE ADOPTED BY A MAJORITY VOTE OF THE DIRECTORS AND SHAREHOLDERS OF THE CORPORATION AT A SPECIAL JOINT MEETING OF THE DIRECTORS AND SHAREHOLDERS OF THE CORPORATION ON JUNE 20, 2001, AND WAS SUFFICIENT FOR APPROVAL.

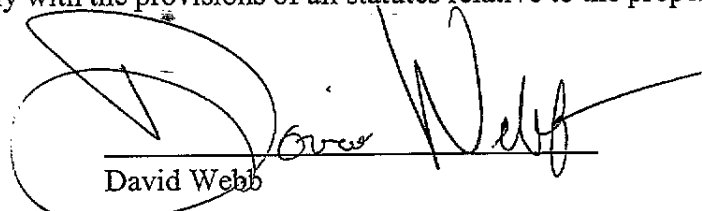
IN WITNESS WHEREOF, the undersigned, being the President of the Corporation hereinbefore named, for the purpose of restating the Articles of Incorporation of Voicetel Systems, Inc., a corporation for profit and hereby authorized to do business both within and without the State of Florida, under the laws of the State of Florida, makes and files these Amended and Restated Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, effective the 20th day of June, 2001.



David Webb, in his capacity as President of
Voicetel Systems, Inc.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Amended and Restated Articles, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.



David Webb