

 1-800-FAIRCALL

P00000008415

January 17, 2000

SENT VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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-01/19/00--01069--003

*****50.00 *****50.00

Re FairCall Corporation- Certificate of Domestication and Articles of Incorporation

To Whom It May Concern:

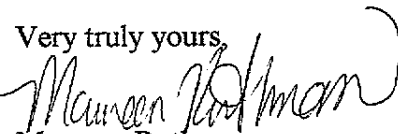
Enclosed herein please find the following:

1. Certificate of Domestication for FairCall Corporation, a Maryland Corporation (one original and one copy.)
2. A check in the amount of \$50.00 for the fee for the Certification of Domestication
3. Articles of Incorporation for FairCall Corporation (one original and one copy)
4. A check in the amount of \$78.75 for the Articles of Incorporation filing fee and for a certified copy of the Articles of Incorporation for FairCall Corporation.

Please return the certified copy of the Articles of Incorporation and the file stamped copy of the Certificate of Domestication in the enclosed self addressed stamped envelope. If you need the certified copy of the Articles of Incorporation for processing the Certificate of Domestication, please keep the certified copy of the Articles of Incorporation for your processing needs.

Please contact the undersigned at (561) 278-1130 ext 228 should you have any questions regarding this matter.

Very truly yours,


Maureen Ruthman

enclosures

FILED
00 JAN 19 AM 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DOMESTICATION

The undersigned, DAVID ELLERSTEIN, PRESIDENT,
(Name) (Title)

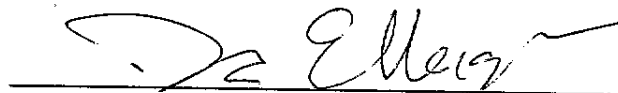
of FAIRCALL CORPORATION a foreign Corporation,
(Corporation Name)

in accordance with Florida Statutes, section 607.1801 does hereby certify:

1. The date on which corporation was first formed was NOVEMBER 12, 19 93.
2. The jurisdiction where the above named corporations was first formed, incorporated, or otherwise came into being was MARYLAND.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was FAIRCALL CORPORATION.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to ss. 607.0202 and 607.0401 with this certificate is FAIRCALL CORPORATION.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was MARYLAND.

I am PRESIDENT, of FAIRCALL CORPORATION

and am authorized to sign this certificate of Domestication on behalf of the corporation and have done so this the 14 day of JANUARY, 2000.



(Authorized Signature)
DAVID ELLERSTEIN

Filing Fee:

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$78.75
Total to domesticate and file	\$128.75

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00 JAN 19 AM 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

FAIRCALL CORPORATION

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

40 NE 7TH AVE, THIRD FLOOR
DELRAY BEACH, FL 33483

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

THREE THOUSAND (3,000)

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

DAVID ELLERSTEIN
40 NE 7TH AVE, THIRD FLOOR
DELRAY BEACH, FL 33483

ARTICLE V INCORPORATOR

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

DAVID ELLERSTEIN
40 NE 7TH AVE, THIRD FLOOR
DELRAY BEACH, FL 33483

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00 JAN 19 AM 10:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Signature/Incorporator

DAVID ELLERSTEIN

January 14, 2000

Date

(An additional article must be added if an effective date is requested.)

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



Signature/Registered Agent

DAVID ELLERSTEIN

January 14, 2000

Date