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Florida Department of State  
Division of Corporations  
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## To:

Division of Corporations  
Fax Number : (850) 922-4001

## From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 541-3694  
Fax Number : (305) 541-3770

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FLORIDA PROFIT CORPORATION OR P.A.

TALK-0-BELL CORP

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ARTICLES OF INCORPORATION  
OF  
TALK-O-BELL CORP.

The undersigned hereby agree(s) to organize a corporation under the laws of the State of Florida, with the following Articles of Incorporation.

ARTICLE I  
NAME

The corporate name shall be:

TALK-O-BELL CORP.

ARTICLE II  
EXISTENCE

The corporation shall have perpetual existence.

ARTICLE III  
PURPOSE

The corporate purpose is to conduct all lawful business and it shall possess all powers now and hereafter conferred by the laws of the State of Florida and the United States upon corporations.

ARTICLE IV  
AUTHORIZED CAPITAL STOCK

The amount of capital stock authorized is one hundred million (100,000,000) shares with \$1.00 par value.

THIS DOCUMENT WAS PREPARED BY:  
DOUGLAS D. STRATTON, ESQ.  
Florida Bar No. 240966  
407 Lincoln Road, Suite 2A  
Miami Beach, Florida 33139

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ARTICLE V  
PRINCIPAL OFFICE

The post office address of the principal office of the corporation is: 407 Lincoln Road, Suite 2A, Miami Beach, Florida, 33139, or at any other location that the Board of Directors chooses to designate.

ARTICLE VI  
INITIAL REGISTERED AGENT

The initial Registered Agent of the corporation is:

DOUGLAS D. STRATTON, ESQ., and the street address of the registered office is:  
407 Lincoln Road, Suite 2A, Miami Beach, Florida, 33139.

ARTICLE VII  
INITIAL BOARD OF DIRECTORS

The business of the corporation shall be managed by a Board of Directors consisting of not fewer than one (1) person, the exact number to be determined from time to time in accordance with the by-laws. The name(s) and address(es) of the first Board of Directors who shall serve until the first annual meeting of the shareholders or until their successors are elected and qualified shall be:

NAMES

Brian K. Tomlinson

ADDRESSES

3751 - 6<sup>th</sup> Avenue, Suite B  
San Diego, California 92103

ARTICLE VIII  
POWERS OF DIRECTOR(S)

The Director(s) shall exercise all powers conferred by law.

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ARTICLE IX  
INDEMNIFICATION

The corporation shall indemnify any and all of its directors or officers against losses and expenses actually and necessarily incurred by them in connection with the defense of any suit which they are parties to by reason of their acts while in their corporate capacity.

ARTICLE X  
AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any or all provisions of the Articles of Incorporation in the manner now or hereafter prescribed by Florida Statutes.

ARTICLE XI  
INCORPORATOR

The name(s) and address(es) of the Incorporator(s) of the corporation is/are as follows:

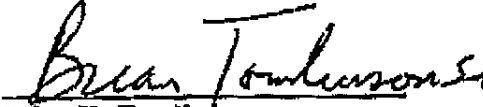
NAMES

ADDRESSES

Brian K. Tomlinson

3751 - 6<sup>th</sup> Avenue, Suite B  
San Diego, CA 92103

IN WITNESS WHEREOF, the undersigned, being the original Incorporator of the corporation, has executed these Articles of Incorporation this 8 day of February, 2000.

  
Brian K. Tomlinson  
Incorporator


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STATE OF FLORIDA)  
 )ss:  
 COUNTY OF MIAMI-DADE )

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BEFORE ME, the undersigned authority, personally appeared Brian K. Tomlinson, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State aforementioned this 8 day of Feb, 2000.

  
 NOTARY PUBLIC  
 State of Florida  
 NOTARY PUBLIC STATE OF FLORIDA  
 COMMISSION NO. CC786915  
 MY COMMISSION EXP. NOV. 19, 2002  
 STRATTON  
 Print, type of stamp Commissioned  
 Name of Notary Public

Personally known CKL D/L or produced Identification ✓ Type of Identification Produced \_\_\_\_\_

My Commission Expires:

OFFICIAL NOTARY SEAL,  
 DOUGLAS DAVID STRATTON  
 NOTARY PUBLIC STATE OF FLORIDA  
 COMMISSION NO. CC786915  
 MY COMMISSION EXP. NOV. 19, 2002

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions in Chapter 48.091, Florida Statutes, relative to keeping open said office.

  
 DOUGLAS D. STRATTON  
 REGISTERED AGENT  
 Florida Bar No. 240966

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