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March 17, 2000

Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

800003175768--7  
-03/20/00--01088--008  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: USATeleTalks, Inc.

Dear Sir or Madam:


Enclosed is an original and one (1) copy of Articles of Incorporation for the above referenced entity. Also enclosed is our check in the amount of \$70.00 for the filing fee in this regard.

Please return the copy of the Articles of Incorporation provided herein, after it has been stamped with the file date, to:

Bradley J. Wood, Esq.  
P.O. Drawer 76387  
St. Petersburg, FL 33734-6387

If you have any questions concerning this request, please contact the undersigned

Very truly yours,

  
Bradley J. Wood

FILED  
00 MAR 20 AM 10:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Encl.

dos-corp-ltr.doc

L. Burch MAR 20 2000

ARTICLES OF INCORPORATION

OF

USATeleTalks, Inc.

FILED

00 MAR 20 AM 10:52

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 USATeleTalks, Inc. The address of the principal office of this corporation shall be 5315 Laurel Pointe Drive, Valrico, FL 33594, 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. REGISTERED OFFICE AND REGISTERED AGENT**

The registered office of the corporation shall be that of Boydston, Dabroski, Lyle & Wood, P.A., located at 2639 Ninth Street, N., St. Petersburg, FL 33704. The name of the Registered Agent of the corporation at that address is Bradley J. Wood, Esq.

#### **ARTICLE IV. DURATION**

Period of existence of the corporation is perpetual.

#### **ARTICLE V. AUTHORIZED SHARES**

The corporation is authorized to issue 1000 shares of common stock having par value of \$1.00 per share.

#### **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 limitations set forth in these Articles of Incorporation. The initial Board of Directors shall consist of one (1) member. The name and address of the initial member of the Board of Directors is:

Karen J. Hoyt, Director      5315 Laurel Pointe Drive      Valrico, FL 33594

#### **ARTICLE VII. THE INCORPORATOR**

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

Karen J. Hoyt      5315 Laurel Pointe Drive      Valrico, FL 33594

IN WITNESS WHEREOF the undersigned incorporator has executed these  
Articles of Incorporation this 16<sup>th</sup> day of March, 2000.

  
Karen J. Hoyt


FILED  
00 MAR 20 AM 10:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED**

**IN ARTICLES OF INCORPORATION**

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in this certificate, I hereby accept the appointment of 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 completed performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent under §607.0505, Florida Statutes.

DATED: 16<sup>th</sup> day of March, 2000.

  
Bradley J. Wood, Esq.