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Wasserman & Walters

ATTORNEYS AT LAW

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

FILED
00 APR 11 AM 10:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

David A. Wasserman
Lawrence G. Walters
Scott R. Rost

April 7, 2000

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Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: Audiotext International, Inc.

Dear Correspondent:

Enclosed herewith are the original and one copy of the Articles of Incorporation for the above-referenced corporation.

Also, enclosed is our firm's check in the amount of \$122.50 to cover the cost of the Filing Fee, Certified Copy of Charter and Registered Agent Fee.

Please return to us a certified copy of the Articles of Incorporation in the enclosed envelope.

Thank you for your cooperation in this matter.

Sincerely,

Cindi Wilson, legal assistant to
Lawrence G. Walters

LGW/cw
Encls.

F. CHILDS

APR 1 8 2000

228 Park Avenue North
Suite B
Winter Park, FL 32789
Tel (407) 539-1140
Fax (407) 539-1126
e-mail: info@1st-amendment.com

**ARTICLES OF INCORPORATION
OF
AUDIOTEXT INTERNATIONAL, INC.**

ARTICLE I. NAME

The name of this corporation shall be Audiotext International, Inc.

ARTICLE II. PRINCIPAL OFFICE

The address of this corporation's principal office shall be: 228 Park Avenue North, Suite B,
Winter Park, Florida 32789.

ARTICLE III. MAILING ADDRESS

The mailing address of the Corporation is 228 Park Avenue North, Suite B, Winter Park,
Florida 32789.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 1000 shares of common capital stock at a
par value of \$1.00 per share.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital
stock of the same kind, class, or series, as that which the shareholder already holds, shall have the
preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance
of fractional shares) at the price at which such shares are offered to others.

Articles Of Incorporation Of Audiotext International, Inc.

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ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions
Imposed By This Corporation's Articles Of Incorporation, A Copy Of
Which Is On File At This Corporation's Principal Office."

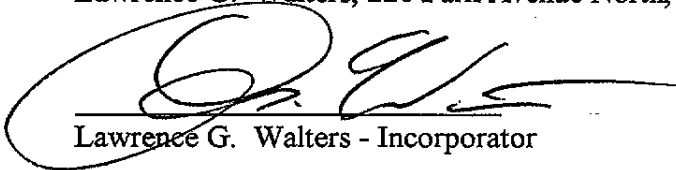
ARTICLE VII. INITIAL REGISTERED OFFICE & AGENT

The name of the individual who shall serve as this corporation's initial registered agent and address is: Lawrence G. Walters, 228 Park Avenue North, Suite B, Winter Park, Florida 32789.

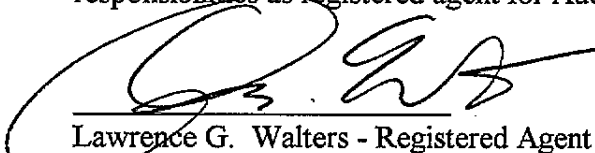
ARTICLE VIII. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are:

Lawrence G. Walters, 228 Park Avenue North, Suite B, Winter Park, FL 32789.


Lawrence G. Walters - Incorporator

I hereby accept my designation as registered agent and agree to serve as the registered agent of Audiotext International, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for Audiotext International, Inc.


Lawrence G. Walters - Registered Agent

State Of Florida
County Of Orange

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

On 3/30/00, Lawrence G. Walters, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of Audiotext International, Inc.


Notary Public - State of Florida
my commission expires: _____

(SEAL)



Articles Of Incorporation Of Audiotext International, Inc.