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TRANSMITTAL LETTER

Department of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399  
(850) 487-6052

April 26, 2000

From: Law Offices of James Pruden, P.A.  
370 W. Camino Gardens Blvd., Suite 210  
Boca Raton, FL 33432  
Phone 561 417-4644

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-04/27/00--01074--013  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

EFFECTIVE DATE  
4-26-00

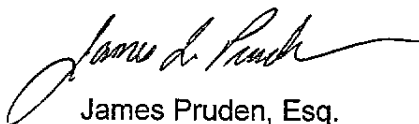
SUBJECT: *Talking Internet Corporation*

Enclosed please find the following:

1. The original and one copy of Articles of Incorporation
2. A check in the amount of \$78.75 for the filing fee, registered agent designation fee and a certified copy of certificate of status
3. The original and one copy of Certificate of Registered Agent's Appointment & Acceptance

If you have any questions or need any further information, please feel free to contact me at the address or telephone number provided above.

Thank you for your assistance.

  
James Pruden, Esq.

Enclosure

FILED  
00 APR 27 AM 8:50  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

cc  
4.28-00

**EFFECTIVE DATE**  
4-26-00

**FILED**  
00 APR 27 AM 8:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Articles of Incorporation  
of  
Talking Internet Corporation**

**Article 1**

**Corporate Name**

The name of this corporation shall be "*Talking Internet Corporation*."

**Article 2**

**Principal Office and Mailing Address**

The principal office and mailing address of the Corporation is 600 South Dixie Highway, Suite 210, Boca Raton, Florida 33432.

**Article 3**

**Nature of Corporate Business**

The general nature of the business to be transacted by this Corporation shall be to engage in business for profit and it is organized for the following general purposes:

- (a) To engage in any and all lawful business permitted under the laws of the United States and the State of Florida; and
- (b) To make loans to or hold stock in other business entities, and enter into partnerships, limited partnerships, and joint ventures with other business entities.

**Article 4**

**Capital Stock**

This Corporation shall have authority, acting by its Board of Directors, to issue not more than 100,000,000 shares of common class at .0001 PAR VALUE per share, that have unlimited voting rights of one vote per share for the election of directors and with respect to other matters submitted to a vote of shareholders, and that are entitled to receive the net assets of the Corporation upon dissolution after payment of the Corporation's debts, liabilities and any liquidation preferences of, and unpaid dividends on, any class of preferred stock then outstanding.

This Corporation shall have authority, acting by its Board of Directors, to issue not more than 25,000,000 shares of preferred stock at .0001 PAR VALUE per share, and without further action by the shareholders, issue the preferred stock in one or more series, and to fix for any series the dividend rate, redemption price, liquidation or dissolution preferences, conversion rights, voting rights and other preferences and privileges.

## **Article 5**

### **Term of Existence**

This Corporation shall have perpetual existence.

## **Article 6**

### **Effective Date of Corporation**

The Corporation shall commence business on April 26, 2000 along with the contemporaneous payment of not less than \$50.00 (fifty dollars) in value for the issuance of its shares.

## **Article 7**

### **Registered Agent**

The Registered Agent and the street address of the Initial Registered Office of the Corporation in the State of Florida shall be:

James L. Pruden, Esq.  
370 W. Camino Gardens Blvd., Suite 210  
Boca Raton, FL 33432

## **Article 8**

### **Board of Directors**

The initial Board of Directors shall consist of (1) member, the name and address of whom is as follows:

Kurt Draxl  
600 South Dixie Highway, Suite 210  
Boca Raton, Florida 33432

The person named as the initial Director shall hold office for the first year of existence of this Corporation, or until his successors are duly elected or appointed and qualified, whichever occurs first.

## **Article 9**

### **Indemnification**

No Director or Officer of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of his/her duty of care or other duty as a Director; provided that this provision shall eliminate or limit the liability of a Director or Officer only to the extent permitted from time to time by the Florida Business Corporation Act or any successor law or laws.

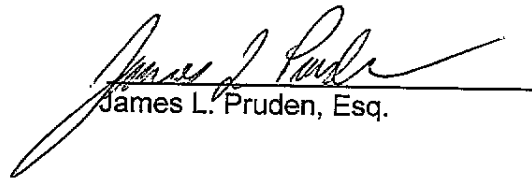
**Article 10**

**Incorporator**

The name of the person signing these Articles of Incorporation as the Incorporator is James L. Pruden, Esq. whose address is 370 W. Camino Gardens Blvd., Suite 210, Boca Raton, FL. 33432.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 26<sup>th</sup> day of April, 2000.

Incorporator

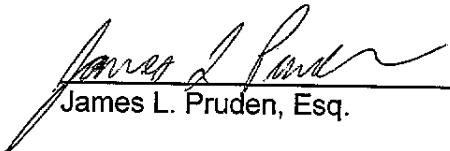
  
James L. Pruden, Esq.

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND OFFICE FOR SERVICE OF PROCESS**

Pursuant to the provisions of Section 607.0501, Florida Statutes, *Talking Internet Corporation*, a corporation existing under the laws of the State of Florida with its principal office and mailing address at is 600 South Dixie Highway, Suite 210, Boca Raton, Florida 33432 has named James L. Pruden, whose address is 370 W. Camino Gardens Blvd., Suite 210, Boca Raton, FL 33432 as its agent to accept service of process within the State of Florida.

**ACCEPTANCE:**

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

  
James L. Pruden, Esq.

FILED  
00 APR 27 AM 8:50  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA