

Division of Corporations

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Florida Department of State
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EFFECTIVE DATE

06-14-00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

Talk Visual Retail Acquisitions, Inc.

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**ARTICLES OF INCORPORATION
OF
TALK VISUAL RETAIL ACQUISITIONS, INC.**

ARTICLE I - NAME AND BUSINESS ADDRESS

The name of this Corporation is Talk Visual Retail Acquisitions, Inc. Its principal office address and business mailing address is 3550 Biscayne Blvd., Suite 704, Miami, Florida 33137.

ARTICLE II - DURATION

The corporate existence of the Corporation shall commence on June 19, 2000, and shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 10,000 shares of common stock, having a par value of \$0.01 per share.

**ARTICLE V - INITIAL
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation shall be 2601 South Bayshore Drive, Suite 1600, Miami, Florida 33133, and the initial registered agent of this Corporation at such office shall be A Z Registered Agent Corporation, which upon accepting this designation agrees to comply with the provisions of Chapters 48 and 607, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

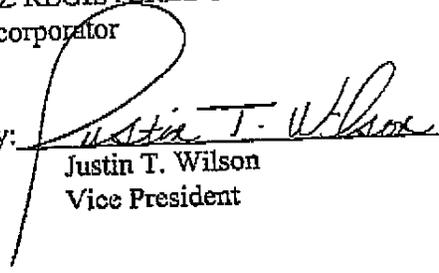
The initial Board of Directors shall consist of two members. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than seven. The names and addresses of the directors constituting the initial Board of Directors are:

| <u>Name</u> | <u>Address</u> |
|---------------------|--|
| Eugene Rosov | 3550 Biscayne Blvd. Suite 704 Miami, Florida 33137 |
| Clint Harold Snyder | 3550 Biscayne Blvd. Suite 704 Miami, Florida 33137 |

ARTICLE VII - INCORPORATOR

The name and street address of the entity signing these Articles of Incorporation as Incorporator is A Z Registered Agent Corporation, 2601 S. Bayshore Drive, Suite 1600, Miami, FL 33133.

A Z REGISTERED AGENT CORPORATION,
Incorporator

By: 
Justin T. Wilson
Vice President

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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Talk Visual Retail Acquisitions, Inc., at the place designated in the Articles of Incorporation, A Z Registered Agent Corporation agrees to act in this capacity and is familiar with, and accepts, the obligations of such position, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Dated: June 21, 2000

A Z REGISTERED AGENT CORPORATION,
Registered Agent

By: Justin T. Wilson
Justin T. Wilson
Vice President

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