

8/9/2000

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Gary A. Crain
11607 Palmetto Way
Cooper City, Fl. 33026

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Corporate Records Bureau
Division of Corporations
Dept of State
P.O. Box 6327
Tallahassee, Fl. 32314

Re: Totally Voice Holdings Inc.

600003380796--1
-09/01/00--01098--001
*****87.50 *****87.50

Dear Sir:

Enclosed please find an original and one copy of the Articles of Incorporation and a check in the amount of \$87.50 as it relates to the above referenced matter.

Please file this corporation and forward a confirmed copy of same back to this office in the stamped envelope provided herein.

Thank you for your consideration.

Very truly yours,

Gary A. Crain
Gary A. Crain

GAC:cd
Enclosures

PAK/00

ARTICLES OF INCORPORATION
OF
TOTALLY VOICE HOLDINGS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporations:

ARTICLE I: NAME

The Name of the Corporation is Totally Voice Holdings, Inc.

ARTICLE II: DURATION

The existence of the Corporation shall commence with the filing of the Articles. The duration of the Corporation is perpetual/

ARTICLE III: PURPOSE

The Corporation may engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV: C CORPORATION

The Corporation elects to be organized as a C Corporation in accordance with the Internal Revenue Service designation.

ARTICLE V: Capital Stock

The total number of shares of capital stock authorized to be issued by the Corporation will be Fifty Million (50,000,000). These shares of common voting stock, will have a \$.001 par value.

ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent and office of the Corporation will be Gary A. Crain, 11607 Palmetto Way, Cooper City, Florida 33026. The initial street address of the principle office of the Corporation will be 11607 Palmetto Way, Cooper City, Florida 33026. The Board of Directors may, from time to time, move the principle office to any other address.

ARTICLE VII: INITIAL BOARD OF DIRECTORS

The Corporation will have one director(s) initially. The number of directors may be either increased or diminished from time to time by the by-laws. The name and address of each person who is to serve as a member of the initial Board of Directors is:

GARY A. CRAIN
11607 PALMETTO WAY, COOPER CITY, FLORIDA 33026.

ARTICLE VIII: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Gary A. Crain, 11607 Palmetto Way, Cooper City, Florida 33026.

ARTICLE IX: AMENDMENTS

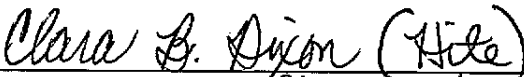
The Corporation reserves the right to amend or repeal any provisions of these Articles of Incorporation, or any amendment(s) hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 9th day of August, 2000.


Gary A. Crain

STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

BEFORE ME, a Nortary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Gary Crain, as Director and President, known to me and known to be the person who executed the following Articles of Incorporation.


Print/Typed Name Clara B. Dixon (Hite)
Nortary Public-State of Florida
Commission Number CC527022



CLARA B. DIXON
My Comm Exp. 3/05/2001
Bonded By Service Ins
No. CC627022
[] Personally Known [] Other I.D.

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

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Pursuant to Chapter 48.091, Florida Statutes, the following is submitted

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TOTALLY VOICE HOLDINGS INC. desiring to organize under the laws of the State of Florida, with it's principle office as located in the Articles of Incorporation has named Gary A. Crain, located at 11607 Palmetto Way, Cooper City, Florida 33026 as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named as registered agent of process for the above reverend corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act.


GARY A. CRAIN