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From: Account Name : QUARLES & BRADY LLP
Account Number : I20000000067
Phone : (941)262-5959
Fax Number : (941)434-4999

FLORIDA PROFIT CORPORATION OR P.A.

Talking Box, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	03/5
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01 APR 17 AM 8:37
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B. McKnight APR 18 2001



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 17, 2001

QUARLES & BRADY

SUBJECT: TALKING BOX, INC.
REF: W01000008657

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See attached correction

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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**ARTICLES OF INCORPORATION
OF
TALKING BOX, INC.**

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TALLAHASSEE, FLORIDA

**ARTICLE I
CORPORATE NAME**

The name of this Corporation is TALKING BOX, INC.

**ARTICLE II
EFFECTIVE DATE**

These Articles of Incorporation shall be effective on the date of filing.

**ARTICLE III
CAPITAL STOCK**

The aggregate number of shares which this Corporation shall have authority to issue is 1,000 common shares. Common shares shall be the only class of shares which this Corporation shall have authority to issue.

**ARTICLE IV
INCORPORATOR**

The name and address of the incorporator are:

<u>Name</u>	<u>Address</u>
Nicole M. Marginian, Esq.	4501 Tamiami Trail North Suite 300 Naples, FL 34103

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is: 4501 Tamiami Trail North, Suite 300, Naples, Florida 34013, and the name of the initial registered agent of this Corporation at that address is: Naples-Lawdock, Inc.

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ARTICLE VI
PRINCIPAL OFFICE

The address of the principal office of this Corporation shall be 9645 Bay Meadows Road #684, Jacksonville, FL 32256.

ARTICLE VII
S CORPORATION

The Corporation shall elect to be taxed as an S Corporation under the Internal Revenue Code. The Corporation shall authorize and issue only one class of stock. No stockholder shall do any act (including the sale or transfer of such stockholder's stock) which shall contravene or revoke the Corporation's election to be taxed as an S Corporation. All issued shares, excluding treasury shares, and all issued securities evidencing the right to acquire shares of the Corporation shall be held of record by no more than seventy-five (75) persons in the aggregate.


IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 17 day of April, 2001.


Nicole M. Marginian, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

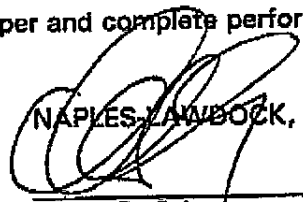
IN COMPLIANCE WITH SECTION 48.091, AND SECTION 607.0501, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

THAT TALKING BOX, INC., desiring to organize or qualify under the laws
of the State of Florida, with its principal place of business located at 9645 Bay Meadows Road
#684, Jacksonville, FL 32256, has named Naples-Lawdock, Inc., located at 4501 Tamiami
Trail North, Suite 300, Naples, Florida 34103, as its agent to accept service of process within
Florida.



Nicole M. Marginian, Incorporator
Dated: April 17, 2001

Having been named to accept service of process for the above-stated corporation, at
the place designated in this Certificate, Naples-Lawdock, Inc. hereby agrees to comply with
the provisions of all statutes relative to the proper and complete performance of its duties.


NAPLES-LAWDOCK, INC.
By: _____
LEO J. SALVATORE
Its: Vice President
Dated: April 17, 2001

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