

Division of Corporations

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Account Number : 071075000166
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FLORIDA PROFIT CORPORATION OR P.A.**Natural Voice Technologies, Inc.**

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**ARTICLES OF INCORPORATION
OF
NATURAL VOICE TECHNOLOGIES, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I
NAME AND DURATION**

The name of the Corporation is NATURAL VOICE TECHNOLOGIES, INC. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of this Corporation is 6034 Chester Avenue, Suite 208, Jacksonville, FL 32217.

**ARTICLE III
REGISTERED OFFICE
AND REGISTERED AGENT**

The registered office of this Corporation in the State of Florida is 50 North Laura Street, Suite 3300, Jacksonville, Florida 32202, and the name of the registered agent of the Corporation at that address is RAX CO. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

**ARTICLE IV
CAPITAL STOCK**

4.1 **Authorized Capital Stock.** This Corporation is authorized to issue an aggregate of Four Million (4,000,000) shares of capital stock, divided as follows:

A. Three Million (3,000,000) shares of Common Stock, par value \$.01 per share ("Common Stock");

B. One Million (1,000,000) shares of Preferred Stock, par value \$.01 per share ("Preferred Stock").

4.2 **Series of Preferred Stock.** The Board of Directors is authorized to establish a series of the Preferred Stock and, by filing the appropriate Articles of Amendment with the Secretary of State of Florida, to establish from time to time the number of shares to be included

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in each such series, and to fix the designation, powers, preferences and rights of the shares of each such series and the qualifications, limitations or restrictions thereof.

The authority of the Board of Directors with respect to each such series shall include, but not be limited to, determination of the following:

- (a) the number of shares constituting that series and the distinctive designation of that series;
- (b) the dividend rate on the shares of that series, whether dividends shall be cumulative, and, if so, from which date or dates, and the relative rights of priority, if any, of payments of dividends on shares of that series;
- (c) whether that series shall have voting rights, in addition to the voting rights provided by law, and, if so, the terms of such voting rights;
- (d) whether that series shall have conversion privileges, and, if so, the terms and conditions of such conversion, including provision for adjustment of the conversion rate in such events as the Board of Directors shall determine;
- (e) whether or not the shares of that series shall be redeemable and, if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;
- (f) whether that series shall have a sinking fund for the redemption or purchase of shares of that series, and, if so, the terms and amount of such sinking fund;
- (g) the rights of the shares of that series in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and the relative rights of priority, if any, of payment of shares of that series; and
- (h) any other relative rights, preferences and limitations of that series.

4.3 **Issuance of Capital Stock.** The Board of Directors shall have full authority to authorize the issuance, from time to time, without any vote or action by the shareholders, of any or all of the shares of stock of this Corporation of any class or series at any time authorized, and any options, rights or warrants to purchase or acquire any such shares, in each case to such persons and on such terms (including as a dividend or distribution on or with respect to, or in connection with a split or combination of, the outstanding shares of stock of the same or any other class or series) as the Board of Directors from time to time in its discretion lawfully may determine. Shares so issued shall be fully paid stock, and the holders of such stock shall not be liable to any further call or assessment thereon.

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**ARTICLE V
CORPORATE PURPOSES, POWERS AND RIGHTS**

5.1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

5.2 In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

**ARTICLE VI
INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation are:

RAX CO.
50 North Laura Street
Suite 3300
Jacksonville, FL 32202

**ARTICLE VII
BOARD OF DIRECTORS**

7.1 The number of members of the Board of Directors may be increased or decreased from time to time as provided in the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

7.2 If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

7.3 The name and mailing address of the people who shall serve as directors of the Corporation until the first annual meeting of the shareholders are as follows:

Robert J. van Winkel
6034 Chester Avenue, Suite 208
Jacksonville, FL 32217

Keith A. Merwin
6034 Chester Avenue, Suite 208
Jacksonville, FL 32217

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Paul G. Kahn
6034 Chester Avenue, Suite 208
Jacksonville, FL 32217

Craig R. Oxley
6034 Chester Avenue, Suite 208
Jacksonville, FL 32217

ARTICLE VIII AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX BYLAWS

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X INDEMNIFICATION

This Corporation shall indemnify the directors and officers of this Corporation to the full extent permitted by applicable law. No director of this Corporation shall be liable to this Corporation or its Shareholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act as the same exists or may hereafter be amended. Any amendment, modification, or repeal of this Article X shall not adversely affect any right of protection of a director of the Corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification, or appeal.

ARTICLE XI TRANSFER OF SHARES

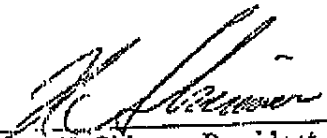
If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

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The undersigned incorporator has executed these Articles of Incorporation this 24 day of July, 2001.

RAX CO., Incorporator

By: 
Halcyon E. Skinner, President

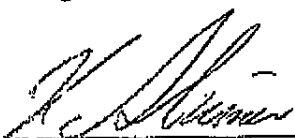
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**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
NATURAL VOICE TECHNOLOGIES, INC.**

Pursuant to Section 607.0501, Florida Business Corporation Act, RAX CO., a Florida corporation., located at 50 North Laura Street, Suite 3300, Jacksonville, Florida, 32202, having been named as registered agent to accept service of process upon NATURAL VOICE TECHNOLOGIES, INC., hereby accepts the appointment as registered agent, agrees to act in that capacity, and agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties as registered agent, acknowledging hereby that it is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned corporation has caused this Certificate to be executed in Jacksonville, Duval County, Florida on this 20 day of July, 2001.

RAX CO., a Florida Corporation
Registered Agent

By 
Haleyon H. Skinner, President

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