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March 9, 2002

VIA FEDEX

Corporate Records Bureau
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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RE: ARTICLES OF INCORPORATION - CONSUMERVOICEUSA, INC.

Dear Sirs:

Enclosed are the original and one (1) copy of the proposed Articles of Incorporation for CONSUMERVOICEUSA, INC. Please approve and file the original and certify the copy and return it to me. Further, please also find enclosed a certificate designating a change of the Registered Agent for the corporation.

As well, enclosed is a check payable to the Secretary of State for the following charges:

1. Filing Articles Fee
2. Filing Registered Agent's Certificate
3. Certified Copy

TOTAL:

Thank you for your assistance in this matter. Of course, please advise if there is anything further that is required.

Very truly yours,

Douglas A. McDuff

DM/

CHECK ENCLOSED

FILED
02 MAR 11 AM 10:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

gcs/17

ARTICLES OF INCORPORATION
OF
CONSUMERVOICEUSA, INC.

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

ARTICLE I - NAME

The name of the corporation is CONSUMERVOICEUSA, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 25 Tahiti Beach Island, Coral Gables, FL 33143.

ARTICLE III - COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE IV - PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and Florida, including, but not limited to, the advancement of consumer interests, information and research to the public.

FILED
MAR 11 AM 10:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION - CONTINUED

ARTICLE V - AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1000 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Each holder of common stock of this corporation shall have the first right (subject to adjustments to avoid the issue of fractional shares) to purchase shares of common stock of this corporation that from time to time may be issued (whether or not presently authorized), including shares from the treasury of the corporation, in the ratio that the number of shares of common stock held at the time of the issue bears to the total number of shares of common stock outstanding. This right is waived by any holder of common stock who does not exercise it and pay for the stock preempted within thirty days of his receipt of a written notice from the corporation inviting him to exercise the right. A holder of common stock shall not have, solely because of his holdings of common stock, a right to purchase shares of preferred stock that

ARTICLES OF INCORPORATION - CONTINUED

may be issued.

A holder of preferred stock shall not have, solely because of his holdings of preferred stock, a right to purchase shares of any class that may be issued by the corporation.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial office of the corporation is 25 Tahiti Beach Island, Coral Gables, FL 33143, and the name of the corporation's initial registered agent at that address is C. M. Hartz.

ARTICLE VIII - INCORPORATORS

The names and street addresses of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
<u>C. M. HARTZ</u>	<u>25 Tahiti Beach Island</u> <u>Coral Gables, FL 33143</u>

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLES OF INCORPORATION - CONTINUED

ARTICLE IX - INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws but shall never be less than one (1).

The names and street addresses of the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
<u>JULIAN EATON</u>	<u>12500 S.W. 62nd Avenue</u> <u>Miami, FL 33156</u>
<u>C. M. HARTZ</u>	<u>25 Tahiti Beach Island</u> <u>Coral Gables, FL 33143</u>

ARTICLE X - BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

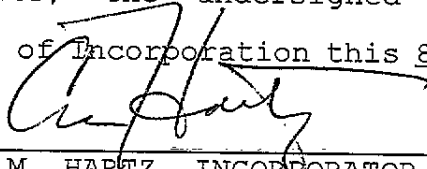
ARTICLE XI - AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous

ARTICLES OF INCORPORATION - CONTINUED

approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 8 day of March, 2002.



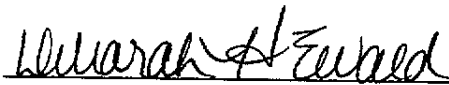
C. M. HARTZ, INCORPORATOR

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 8 day of March, 2002, by C.M. Hartz.

Notary Public-State of Florida:

Sign



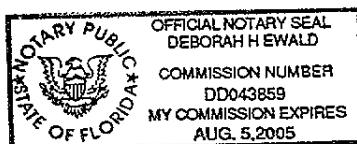
Print

Deborah H. Ewald

Personally Known _____; ~~OR Produced Identification~~ _____

Type of Identification Produced: _____

Affix Seal Below:



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE / REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: CONSUMERVOICEUSA, INC.
2. The name and address of the registered agent and office is:

C.M. HARTZ
(Name)

25 Tahiti Beach Island
(Street Address)

Coral Gables, FL 33143
(City / State / Zip Code)

FILED
02 MAR 11 AM 10:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



C.M. HARTZ

March 8, 2002