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April 19, 2002

Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

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-04/22/02-01090-020
157.50 *78.75

Subj: Incorporation of VOICEWERKS, INC.

Dear Sir:

Enclosed please find the following:

1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.
2. My check in the amount of \$78.75 to cover the filing fee.
3. Designation of Resident Agent.

Kindly acknowledge filing of these Articles of Incorporation, in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at Express Legal Services, Inc., 129 W. Hibiscus Blvd, Melbourne, FL 32901; (321) 729-6399

Thank you for your assistance in this matter.

Sincerely,

Douglas G. Swan

2545
W02-11946

Called and advised that we
have VOICEWERKS, INC (P97-50363)

2002 APR 22 PM 4:51
FLORIDA STATE
TALLAHASSEE, FLORIDA

FILED
APR 22 2002
FLORIDA STATE
TALLAHASSEE, FLORIDA

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FILED

ARTICLES OF INCORPORATION
OF
VOICEWERKS, INC.

2002 APR 22 PM 4:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I. NAME

The name of this corporation is
VOICEWERKS, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of
transacting any or all lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100 shares of
\$1.00 par value common stock, which shall be designated
"common shares".

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new
stock of this corporation of the same kind, class or series
as that which he already holds, shall have the right to
purchase his pro rata share (as nearly as may be done without
issuance of fractional shares) at the price at which it is
offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 500 N. Harbor City Blvd., Suite B, Melbourne, FL 32940 and the name of the initial registered agent of this corporation at that address is DOUGLAS G. SWAN.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

DOUGLAS G. SWAN
7817 Falling Leaf Place
Melbourne FL 32940

CLINTON MUNTEAN
1817 E. Concord St.
Orlando FL 32803

JON TOWNLEY
1351 Place Vendome
Winter Park, FL 32789

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 500 N. Harbor City Blvd. Suite B, Melbourne, FL 39240, and the mailing address of the corporation is 500 N. Harbor City Blvd. Suite B, Melbourne FL 32940.

ARTICLE IX. INCORPORATOR

The name and address of the person signing these articles are:

DOUGLAS G. SWAN
7817 Falling Leaf Place
Melbourne, FL 32940

ARTICLE X. AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 19th day of April, 2002.

DOUGLAS G. SWAN

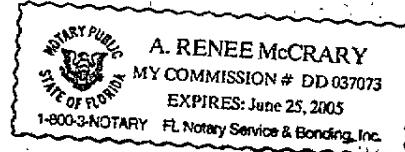
STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared DOUGLAS G. SWAN to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 19th day of April, 2002.

F40

Notary Public



FILED

DESIGNATION : 2002 APR 22 PM 4:51
AS
REGISTERED AGENT : SECRETARY OF STATE
TALLAHASSEE FLORIDA

In compliance with Section 48.091, and Section 607.034,
Florida Statutes, the following is submitted:

That VOICEWERKS, INC., desiring to organize under
Statutes of the State of Florida, with its principal
office at 500 N. Harbor City Blvd. Suite B, Melbourne, FL
32940, has named DOUGLAS G. SWAN, located at 500 N. Harbor
City Blvd. Suite B, Melbourne, Florida 32940, as its agent to
accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the
above named Corporation, at the place designated in this
certificate, the undersigned agrees to act in this capacity,
and agrees to comply with the provisions of Florida law
relative to keeping the designated office open.

DOUGLAS G. SWAN
Registered Agent