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TALLAHASSEE LETTER

FILED

02 MAY 13 PM 3:08

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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-05/13/02--01036--016
*****87.50 *****87.50

SUBJECT: Handsfree Communications Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Glendon Dunn
Name (Printed or typed)

1771 NW 131 St
Address

Miami, Florida 33167
City, State & Zip

305-685-9414
Daytime Telephone number

13

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
HANDSFREE COMMUNICATIONS INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as Incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation is **HANDSFREE COMMUNICATIONS INC.**

ARTICLE II. DURATION

The period of the corporation's duration shall be perpetual or as hereafter provided.

ARTICLE III. PURPOSE

The general purposes for which the corporation is organized are:

1. To engage in any activities or business permitted under the Law of the United States, the State of Florida, and any state or countries.

2. To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.

ARTICLE IV. CAPITAL STOCK

The total number of shares of capital stock the corporation is authorized to issue is 100 shares of stocks at \$10.00 par value.

ARTICLE V. REGISTERED OFFICE

The name and address of initial registered agent and office are as follows:

Registered Agent:	Glendon Dunn
Initial Office Address:	1771 NW 131 ST
	Miami, Florida 33167

ARTICLE VI. CORPORATE POWERS

The corporation shall have all the rights and powers now or hereafter conferred on corporations by the laws of the State of Florida to do all and everything necessary, suitable, or proper for the accomplishment of any of the purposes, the attainment of any of the objects, or the exercise of any authority herein set forth, either alone or in conjunction with other corporations, firms, or individuals, and either as principal or agent, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the above mentioned objects, purposes, or authority.

ARTICLE VII. SUBSCRIBER

The names and addresses of the persons or entity signing these articles of incorporation as subscribers are:

- 1) Glendon Dunn
1771 NW 131 ST
Miami, Florida 33167
Subscriber

- 2) Shanequa T. Dunn
1771 NW 131 ST
Miami, Florida 33167
Subscriber

ARTICLE VIII. INCORPORATORS

The names and addresses of the incorporators are:

- 1) Glendon Dunn
1771 NW 131 ST
Miami, Florida 33167
President, Secretary
- 2) Shanequa T. Dunn
1771 NW 131 ST
Miami, Florida 33167
Vice-President, Treasurer

ARTICLE IX. DIRECTORS

The corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the by-laws of the corporation in the manner provided by law, but shall never be less than one.

The names and addresses of the initial directors of this corporation are:

- 1) Glendon Dunn
1771 NW 131 ST
Miami, Florida 33167
- 2) Shanequa T. Dunn
1771 NW 131 ST
Miami, Florida 33167

ARTICLE X. BY-LAWS

The internal affairs of the corporation are to be regulated and managed in accordance with the By-laws of the corporation as adopted by its shareholders.

ARTICLE XI. DISSOLUTION

The corporation may be dissolved at any time by its shareholders. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders.

ARTICLE XII. PRINCIPAL PLACE OF BUSINESS

The Corporation's principal place of business is:

1771 NW 131 ST
Miami, Florida 33167

ARTICLE XIII. INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIV. INFORMAL ACTION OF DIRECTORS

If all the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it has been authorized at a meeting of the Board of Directors.

ARTICLE XV. AMENDMENT OF ARTICLES

This corporation reserved the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XVI. DIRECTORS' AUTHORITY TO FIX COMPENSATION

Directors shall have authority to fix the compensation unless otherwise provided in Articles of Incorporation or by laws. (FS 607.111).

ARTICLE XVII. PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he or she holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and condition of the issue of the shares, and inviting him to exercise his or her pre-emptive rights.

This right may also be waived by affirmative written waiver submitted by the shareholders to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XVIII. DIRECTOR CONFLICT OF INTEREST

A. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm association, or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the Board of Directors or of a Committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose.

- (1) If the fact of such common directorship, officership, or financial interest is disclosed or known to the Board or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

(2) If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

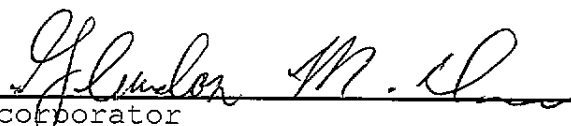
(3) If the contract or transaction is fair and reasonable as to the corporation at the time the Board, a Committee or the shareholders approve it.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a Committee, which approves such contract or transaction.

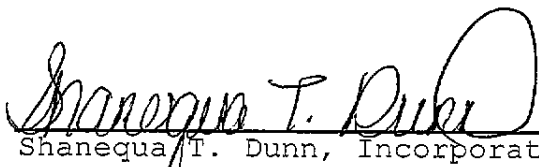
ARTICLE XIX. MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in (special) meetings of the Board of Directors by means of conference telephone as provided by law, but each director must attend (regular) meeting of the Board of Directors in fact in person.

IN WITNESS WHEREOF, the undersigned incorporators of this corporation, have executed these Articles of Incorporation This 8th day of May 2002.



Glendon Dunn, Incorporator



Shaniqua T. Dunn, Incorporator

FILED

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE DESIGNATING REGISTERED OFFICE FOR
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, AND
NAMING THE REGISTERED AGENT UPON WHO PROCESS MAY BE SERVED.

In compliance with Section 48.091 and 607.034, Florida
Statutes (1979), the following is submitted.

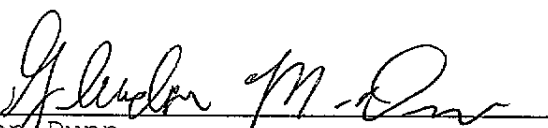
1. That HANDSFREE COMMUNICATIONS INC. desiring to qualify
under the laws of the State of Florida, with its principal place
of business at Miami, Dade County, Florida Has appointed Glendon
Dunn as its Registered Agent to accept service of process within
the state of Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above
named corporation at the place designated above,

I DO HEREBY AGREE TO ACT in this capacity and agree to
comply with the provisions of all statutes relative to the proper
and complete performance of my duties.

DATED this 8th day of May 2002.



Glendon Dunn
Registered Agent