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C. GLENN LEONARD

OF COUNSEL:
WILLIAM ROBERT LEONARD

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE REPLY TO:

POST OFFICE BOX 11025
FORT LAUDERDALE, FLORIDA 33339

PO20000087194

August 6, 2002

Division of Corporations
Secretary of State
P. O. Box 6327
409 E. Gaines Street
Tallahassee, Florida 32301

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*****78.75 *****78.75

Re: Talk and Pay, Inc.

Gentlemen:

I enclose herewith the original and one copy of the Articles of Incorporation of Talk and Pay, Inc., as well as a check in the amount of \$ 78.75 as and for the filing fee for said Articles.

Please return the certified copy of the Articles to us as soon as is possible. Your quick service is greatly appreciated.
Thank you.

Sincerely,

C. Glenn Leonard

C. GLENN LEONARD
CGL/cb
Enclosures/Articles/check

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

TALK AND PAY, INC.

ARTICLE I - NAME

The name of this corporation shall be TALK AND PAY, INC..

Article II - Nature of Business

This corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida, including specifically that permitted by Chapter 607, Florida Statutes.

ARTICLE III - Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 10,000 shares of common stock having a nominal or par value of One Dollar and No/100 (\$1.00) per share.

ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT

The name and address of the initial Registered Agent is:

C. Glenn Leonard 4875 N. Federal Highway, 10th Floor
Fort Lauderdale, Florida 33308

ARTICLE V - DIRECTORS

The number of directors constituting the initial Board of Directors shall be one (1). The name and address of the person serving on the initial Board of Directors is as follows:

Paul Handerhan 1205 Hillsboro Mile, Unit 303
Hillsboro Beach, Fl 33062

Ray West 3831 N.W. 4th Avenue
Pompano Beach, Florida 33064

ARTICLE VI - INCORPORATORS

The name and street address of the Incorporator of these Articles of Incorporation is:

Paul Handerhan

1205 Hillsboro Mile, Unit 303
Hillsboro Beach, Fl 33062

Ray West

3831 N.W. 4th Avenue
Pompano Beach, Florida 33064

ARTICLE VII - PRINCIPAL OFFICE

The principal office and mailing address of the corporation is 1205 Hillsboro Mile, Unit 303, Hillsboro Beach, Fl 33062..

The undersigned Incorporator has executed these Articles of Incorporation this ___ day of August 2002.

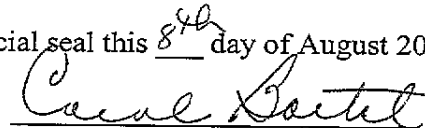

Paul Handerhan


Ray West

STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that this day in the next above named State and County, before me, an officer duly authorized and acting, personally appeared, Paul Handerhan, and Ray West, who presented FL Driver License as identification and who executed the foregoing instrument, and acknowledged then and there before me that they executed said instrument for the purposes and reasons set out therein.

WITNESS my hand and official seal this 8th day of August 2002.


Notary Public

My Commission expires:



Carol Bartel
My Commission DD064593
Expires March 05, 2006

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

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized 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: Talk and Pay, Inc., 1205 Hillsboro Mile, Unit 303, Hillsboro Beach, Fl 33062.

FILED

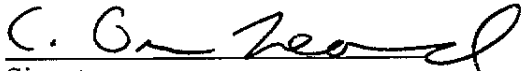
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2. The name and address of the registered agent is:

C. Glenn Leonard
4875 North Federal Highway, 10th Floor
Fort Lauderdale, Florida 33308

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.



Signature