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October 14, 2002

Domestic Charter Section
Bureau of Corporate Records
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

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*****70.00 *****70.00


RE: Talk USA, Inc.
Articles of Incorporation

Gentlemen:

On behalf of the above-referenced corporation, enclosed please find two executed copies of the Articles of Incorporation and our client's check in the amount of \$70.00, representing the filing fee and the registered agent fee. Please file these documents and return the Acknowledgment copy of the Articles to me.

If you have any questions or require further information, please contact me.

Very truly yours,


Kelly L. McShane, Legal Asst
to Thomas B. Smith

/klm
Encs.
cc: Billy Dean Van Aken (w/enc.)

FILED
02 OCT 18 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

TALK USA, INC.

ARTICLE I.

NAME

The name of this corporation is Talk USA, Inc.

ARTICLE II.

PRINCIPAL OFFICE

The principal office of this corporation and the mailing address of this corporation is 369 La Hacienda Drive, Indian Rocks Beach, FL 33785.

ARTICLE III.

DURATION; EFFECTIVE DATE

This corporation shall exist perpetually, commencing as of the date of filing of these Articles.

ARTICLE IV.

PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE V.

CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

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ARTICLE VI.

REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office are Billy Dean Van Aken, 369 La Hacienda Drive, Indian Rocks Beach, FL 33785. The Registered Agent, by his execution of these Articles of Incorporation as incorporator, accepts the appointment as registered agent and agrees to comply with the provisions of all statutes relative thereto, including the obligations of § 607.0501, Florida Statutes.

ARTICLE VII.

INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

Billy Dean Van Aken
369 La Hacienda Drive
Indian Rocks Beach, FL 33785

Robert B. Messina
723 115th Avenue North, #2104
St. Petersburg, FL 33716

ARTICLE VIII.

INCORPORATOR

The name and address of the person signing these Articles of Incorporation are Billy Dean Van Aken, 369 La Hacienda Drive, Indian Rocks Beach, FL 33785.

ARTICLE IX.

AMENDMENT

This corporation reserves 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 X.

BYLAWS


The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XI.

INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the Bylaws.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 14th day of October, 2002.



Billy Dean Van Aken
Registered Agent/Incorporator

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07 OCT 18 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA