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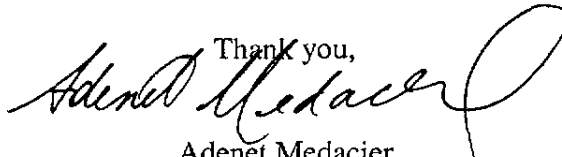
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**ADENET MEDACIER**  
16229 Opal Creek Drive  
Weston, Florida 33133

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

Dear Sir or Madam:

Attached please find filing of Articles of Incorporation for Talk Master, Inc. along with the filing fees. Please file and return a certified copy to the undersigned.

Thank you,  
  
Adenet Medacier

Cc: Caroline Zenny

**ARTICLES OF INCORPORATION**  
**OF**  
**TALK MASTER, INC.**

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**ARTICLE I - NAME and PRINCIPAL PLACE OF BUSINESS**

The name of this corporation **TALK MASTER, INC.** and its principal place of business shall be located at 5860 N.E. 2<sup>nd</sup> Avenue, Miami, FL 33137.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

**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 One Million (1,000,000) shares of common stock at One dollar (\$1.00) par value, which shall be designated as "Common Shares."

**ARTICLE V - PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (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 5860 N.E. 2<sup>nd</sup> Avenue, Miami, FL 33137 and the name of the initial registered agent of this corporation at that address is Caroline Zenny.

**ARTICLE VII - DIRECTORS**

Initially, this corporation shall have two (2) Directors who shall serve until their successors shall be elected/appointed at the first meeting of the stockholders and thereafter this corporation shall have no less than one (1) director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the initial director is as follows:

<u>Name</u>	<u>Address</u>
Caroline Zenny	9312 S.W. 167 <sup>th</sup> Court, Miami, Florida 33196
Frantz Luzzic Fabien	7400 N.E. 6 <sup>th</sup> Court, #2S, Miami, Florida 33138

### **ARTICLE VIII - OFFICERS**

The names and addresses of the initial officers of the corporation, who shall serve until their successors shall be elected or appointed, are:

<u>Name</u>	<u>Address</u>
President Caroline Zenny	9312 S.W. 167 <sup>th</sup> Court, Miami, Florida 33196
Vice President Frantz Luzzic Fabien	7400 N.E. 6 <sup>th</sup> Court, #2S, Miami, Florida 33138
Secretary Caroline Zenny	9312 S.W. 167 <sup>th</sup> Court, Miami, Florida 33196
Treasurer Frantz Luzzic Fabien	7400 N.E. 6 <sup>th</sup> Court, #2S, Miami, Florida 33138

### **ARTICLE IX - INCORPORATOR**

The name and address of the Incorporator signing these articles is:

<u>Name</u>	<u>Address</u>
Caroline Zenny	9312 S.W. 167 <sup>th</sup> Court, Miami, Florida 33196

### **ARTICLE X - INDEMNIFICATION**

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No officer or director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that officer or director breached or failed to perform his duties as an officer or director as provided §607.0831, Florida Statutes (1990).

## ARTICLE XI - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on the date of signing.

Dated: 6/02/03, 2003

By Caroline Zenny  
CAROLINE ZENNY  
Incorporator

## CERTIFICATE DESIGNATING PLACE AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

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

First, that *TALK MASTER* desiring to organize or qualify under the laws of the State of Florida, has named Caroline Zenny, located at 5860 N.E. 2<sup>nd</sup> Avenue, Miami, FL 33137, as its agent to accept service of process within Florida.

Dated: 6/02/03, 2003

By Caroline Zenny  
CAROLINE ZENNY  
Incorporator

### ACCEPTANCE OF DESIGNATION BY 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 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.

Dated: 6/02/03, 2003

By Caroline Zenny  
CAROLINE ZENNY  
Registered Agent

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