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DIVISION OF CORPORATIONS
03 DEC 30 PM 3:46

TS 1/10/04/10

TRANSMITTAL LETTER

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

SUBJECT: CERTIFICATE OF DOMESTICATION FOR TALK800 INC.

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

FEES:

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	<u>\$78.75</u>
Total to domesticate and file	\$128.75

OPTIONAL:

Certificate of Status	\$ 8.75
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FROM: TALK800 INC. C/O ALEX HLAVACEK

Name (printed or typed)

3919 NORMAL STREET # 301

Address

SAN DIEGO, CA 92103

City, State & Zip

619 - 297 - 2314

Daytime Telephone number

CERTIFICATE OF DOMESTICATION

The undersigned, ALEX HLAVACEK, CHIEF FINANCIAL OFFICER,
(Name) (Title)

of TALK800 INC. a foreign corporation,
(Corporation Name)

in accordance with s. 607.1801, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was AUGUST 27, 1992.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was CALIFORNIA.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was TALK800 INC.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is TALK800 INC.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was SAN DIEGO, CALIFORNIA
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am ALEX HLAVACEK, of TALK800 INC

and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done

so this the 29 day of DECEMBER, 2003.



(Authorized Signature)

Filing Fee:

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$78.75
Total to domesticate and file	\$128.75

SECRETARY OF STATE
State of Florida
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

ARTICLES OF INCORPORATION

OF

TALK800 INC

ARTICLE I - Name:

The name of the Corporation shall be:

TALK800 Inc.

ARTICLE II – Principal Office Address:

The principal place of business/ mailing address is:

3919 Normal Street, #301
San Diego, CA 92103

ARTICLE III - Purpose:

The purpose for which the corporation is organized:

The company will have unlimited power to engage in and do any lawful act concerning any or all lawful businesses for which corporations may be organized according to the laws of the State of Florida, excluding banking and insurance, including all powers and purposes now and hereafter permitted by law to a corporation.

ARTICLE IV – Shares:

The number of shares of stock is one thousand (1,000).

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ARTICLE V – Initial Directors and/or Officers:

The names and addresses and specific titles are:

President:

Tom Stanford
38 Executive Park #300
Irvine, CA 92714

Chief Financial Officer:

Alex Hlavacek
3919 Normal Street #301
San Diego, CA 92103

ARTICLE VI - Registered Agent:

The name and Florida address of the registered agent is:

Milena Hlavacek
1756 North Bayshore Drive #19C
Miami, FL 33132

ARTICLE VII - Incorporator:

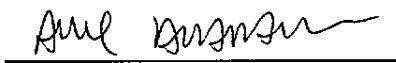
The name and address of the incorporator is:

Alex Hlavacek
3919 Normal Street #301
San Diego, CA 92103

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 am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Registered Agent's Signature

12/29/03
Date


Incorporator's Signature

12/29/03
Date

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