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(Requestor's Name)

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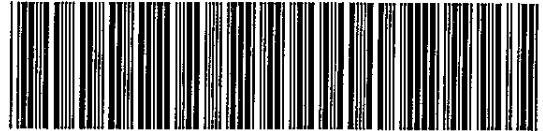
(Business Entity Name)

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04/27/04--01022--006 **78.75

FILED
04 APR 26 PM 4:14
STATE
TALLAHASSEE
FLORIDA



VideoTell, Inc.

801 West Bay Drive, Suite 200, Largo, Florida 33770 USA
Tel (727) 581-8165 Fax (727) 581-6508
Website: www.VideoTell.com Email: info@VideoTell.com

"Your Total Advertising Solution"

April 23, 2004

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: Articles of Incorporation

Please find funds enclosed for the following:

- a) Articles of Incorporation: Fee \$35.00
- b) Registered Agent Designation: Fee \$35.00
- c) Certified Copy: Fee \$8.75

We have enclosed a check in the amount of \$78.75 to cover the costs.

We would greatly appreciate this incorporation being done as soon as possible.

Thanking you in advance, we remain,

Sincerely,

VideoTell, Inc.



Bernard Petrescue
President

Enclosure: Check \$78.75

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04 APR 26 PM 4:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
VideoTell, Inc.**

I, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I.

Name

The name of this corporation shall be:

VideoTell, Inc.

ARTICLE II.

Principal Office

**The principal office and mailing address of this corporation
shall be:**

**801 West Bay Drive, Suite 200
Largo, Florida 33770**

ARTICLE III.

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE IV.

Purposes

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE V.

Capital Stock

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 10,000,000 shares having a par value of \$.0001 per share. Each of the said shares of stock shall entitle to holder thereof to one (1) vote at any meeting of the stockholders. The Board of Directors may authorize shares to be issued for consideration consisting of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation. Before the corporation issues shares, the Board of Directors shall determine that the consideration received or to be received for shares to be issued is adequate. All stock when issued shall be paid for and shall be nonassessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE VI.

Preemptive Rights

The stockholders of the corporation shall have the preemptive right to subscribe for and purchase their proportionate shares of any additional stock issued by the corporation, from and after the issuance of the shares originally subscribed for by the stockholders of this corporation, whether such additional shares be issued for cash, property, services or any other consideration, and whether or not such shares be presently authorized or be authorized by subsequent amendment to these Articles of Incorporation.

ARTICLE VII.

Registered Office and Registered Agent

The street address of the corporation's initial registered office is 801 West Bay Drive, Suite 200, Largo, Florida 33770, and the name of the corporation's initial registered agent at such address is BERNARD D. PETRESCUE. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

ARTICLE VIII.

Initial Board of Directors

The number of directors constituting the initial Board of Directors shall be one (1), and the name and address of each person who is to serve as a member thereof is as follows:

<u>Name</u>	<u>Address</u>
BERNARD PETRESCUE	801 West Bay Drive, Suite 200 Largo, Florida 33770

ARTICLE IX.

Incorporators

The name and address of the incorporator of this corporation is as follows:

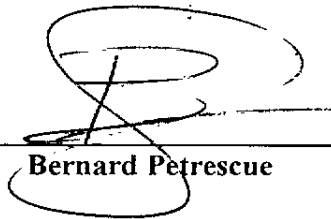
<u>Name</u>	<u>Address</u>
BERNARD PETRESCUE	801 West Bay Drive, Suite 200 Largo, Florida 33770

ARTICLE X.

Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.

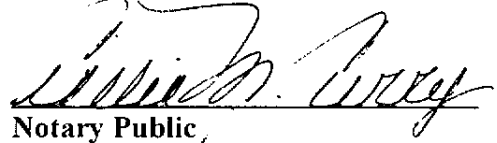


Bernard Petrescue

UNITED STATES OF AMERICA
STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, on this 23rd day of April, 2004,
personally appeared BERNARD D. PETRESCUE, to me well known to be the
person
described in and who signed the foregoing Articles of Incorporation, and
acknowledged to me that he executed the same freely and voluntarily for the uses
and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.


Notary Public

My Commission Expires:

FEBRUARY 20, 2005



Cecilia M. Curry
Commission # DD 002911
Expires Feb. 20, 2005
Bonded Thru
Atlantic Bonding Co., Inc.



Cecilia M. Curry
Commission # DD 002911
Expires Feb. 20, 2005
Bonded Thru
Atlantic Bonding Co., Inc.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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

VideoTell, Inc., with its principal place of business as
City of Largo, County of Pinellas, State of Florida, has named
BERNARD PETRESCUE, located at 801 West Bay Drive, Suite 200, Largo,
County of Pinellas, State of Florida, as its agent to accept service of process within
Florida.

Signature _____

Bernard Petrescue

Date 4/23/04

Having been named 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, and I further agree to comply with the provisions of all statutes relative to
the proper and complete performance of my duties.

Signature _____

Bernard Petrescue
(Registered Agent)

Date 4/23/07

FILED
04 APR 26 PM 4:14
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA