

PO4000087341

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(Address)

(City/State/Zip/Phone #)

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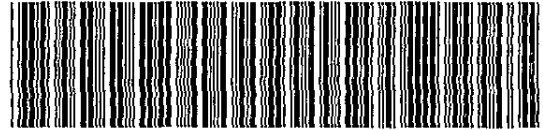
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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05/13/04--01025--005 **70.00

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
04 MAY 13 AM 11:41

March 2, 2004

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

RE: Telesell America / South Star Marketing, Inc.

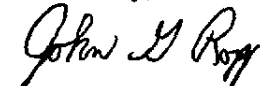
Sir or Madam,

Enclosed are the incorporation documents for the above Corporation. Also enclosed is our check for \$70.00 to cover the fees. Please forward these papers to:

TJ Ropp Accounting Services, Inc.
3202 N. Tamiami Trail, Suite B
Sarasota, FL 34234

Thank you in advance for your help. If you have any questions, please call us at 941-355-9781.

Sincerely,


John G. Ropp



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

May 13, 2004

TJ ROPP ACCOUNTING SERVICES, INC.
3202 N. TAMiami TRAIL, SUITE B
SARASOTA, FL 34234

SUBJECT: TELESELL AMERICA / SOUTH STAR MARKETING, INC.
Ref. Number: W04000018583

We have received your document for TELESELL AMERICA / SOUTH STAR MARKETING, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must have a Florida street address. A post office box, personal mail box (PMB), or mail drop-box address is not acceptable.

List only one person for the registered agent in Article V.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6067.

Neysa Culligan
Document Specialist
New Filings Section

Letter Number: 604A00033456

RECEIVED
04 JUN -4 AM 10:44
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Articles of Incorporation

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 MAY 13 AM 11:41

ARTICLE I - Name

The name and address of the Corporation is:

Telesell America / South Star Marketing, Inc.
7411 Biltmore Drive
Sarasota, FL 34231

ARTICLE II - Existence

This Corporation shall commence existence on the date of execution and acknowledgement of these articles.

ARTICLE III - Purpose

The general purpose for which this Corporation is organized shall be the transacting of any or all lawful business which corporations may be incorporated under the provisions of Chapter 607, Florida Statutes.

ARTICLE IV - Capital Stock

This Corporation is authorized to issue 500 shares of common stock, each having a par value of \$1.00.

ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 7411 Biltmore Drive, Sarasota, FL 34231 and the name of the initial registered agent of this Corporation at that address is Jerome Rosen.

ARTICLE VI - Initial Board of Directors

This Corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by the By-Laws, but there shall always be at least one director. The name and address of the initial directors are:

Jerome Rosen	7411 Biltmore Drive, Sarasota, FL 34231
Renne Rosen	7411 Biltmore Drive, Sarasota, FL 34231

ARTICLE VII - Incorporator

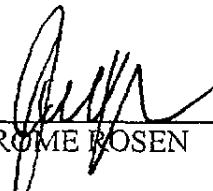
The name and address of the person signing these Articles of Incorporation is Jerome Rosen, 7411 Biltmore Drive, Sarasota, FL 34231.

ARTICLE VIII - By-Laws

The power to adopt, alter, amend or repeal By-Laws of this Corporation shall be vested in either the Board of Directors, or the Shareholders; provided, however, the Board of Directors may not alter, amend or repeal any By-Laws adopted by the Shareholders if the Shareholders specifically provide that the By-Law is not subject to alteration, amendment or repeal by the Board of Directors.

ARTICLE IX - Indemnification

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.



JEROME ROSEN

STATE OF FLORIDA

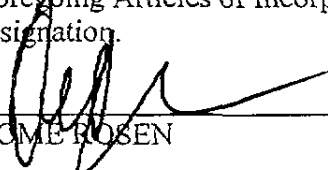
County of Sarasota

The forgoing instrument was acknowledged before me on this 10th day
MAY, 2004.



ACCEPTANCE

The undersigned, having been designated in the foregoing Articles of Incorporations as Registered Agent, hereby agrees to accept said designation.



JEROME ROSEN

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
04 MAY 13 AM 11:41