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DICK LEE & ASSOCIATES, P.A. Attorneys at Law

Coconut Grove Bank Building 2701 South Bayshore Drive, Suite 605 Coconut Grove, Florida 33133 Telephone: (305) 859-8886 Fax: (305) 856-5537

August 19, 2004

Florida Secretary of State Division of Corporations 409 East Gaines Street Tallahassee, Florida 32301

Re: ADVANCED PHONE SYSTEMS COPORATION

Dear Sir or Madam:

Enclosed for filing are the Articles of Incorporation of the above-captioned corporation. Also enclosed is a check in the amount of \$78.75, payable to the Florida Secretary of State, to cover the required filing fees and a certified copy.

Please return a certified copy of the Articles to the undersigned attorney using the enclosed return FedEx label charging our account. Thank you.

Sincerely yours,

Dick R. Lee, Esq.

Enclosures DRL/fdl

DIVISION SERVICE SERVI

ARTICLES OF INCORPORATION

OF

ADVANCED PHONE SYSTEMS CORPORATION

04 AUG 20

ARTICLE I - NAME

The name of this Corporation is ADVANCED PHONE SYSTEMS CORPORATION: The mailing address is: 352 N. E. Third Avenue, Delray Beach, Florida 33444.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence. The Corporation shall commence existence on August 18, 2004.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 9,000,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be 352 N. E. Third Avenue, Delray Beach, Florida 33444, and the initial registered agent of this Corporation at such office shall be Ron Radabaugh who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two member(s). The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than two nor more than seven. The names and addresses of the director constituting the initial Board of Directors are:

Name	Address
Kurt Amos	352 N. E. 3 rd Avenue Delray Beach, Florida 33444
Ron Radabaugh	352 N. E. 3 rd Avenue Delray Beach, Florida 33444

ARTICLE VII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

Incorporator

Name
Address

Ron Radabaugh

352 N. E. 3rd Avenue
Delray Beach, Florida 33444

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for ADVANCED PHONE SYSTEMS

CORPORATION at the place designated in the Articles of Incorporation, I hereby agree to act in this capacity, and agree to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Registered Agent Print Name: Ron Radabaugh