

CORPORATION INFORMATION  
SERVICES, INC.  
1207 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-0191 FAX

800-342-8086

**CSO networks**

95 JAN 13 AM 11:17

DIVISION OF REGISTRATION

MAIL TO:  
P.O. Box 5120  
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 525014 9216A

AUTHORIZATION : Patricia Pyzdek

COST LIMIT : \$ 122.50

ORDER DATE : January 13, 1995

ORDER TIME : 10:40 AM

ORDER NO. : 525014

CUSTOMER NO: 9216A

300001380499

CUSTOMER: Fred Stanton, Esquire  
THERREL BAISDEN & MEYER WEISS

Suite 500  
1111 Lincoln Road  
Miami Beach, FL 33139

DOMESTIC FILING

P95000003674

NAME: ROI TELESERVICING CORPORATION

FILED  
95 JAN 13 PM 1:41  
SECTION 13  
TALLAHASSEE, FLORIDA

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

EFFECTIVE DATE  
1-12-95

CONTACT PERSON: Carol J. Davis

EXAMINER'S INITIALS: P2-

1-13-95  
02/4

EFFECTIVE DATE  
12/2 - 95

ARTICLES OF INCORPORATION  
OF  
ROI TELESERVICING CORPORATION

FILED  
95 JAN 13 PM 4:41  
SECRET  
TALLAHASSEE, FLORIDA

ARTICLE I  
Name

The name of the corporation is ROI Teleservicing Corporation

ARTICLE II  
Duration

This corporation shall have a perpetual existence, unless dissolved according to law, commencing on the 12 day of January, 1995.

ARTICLE III  
Purpose

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV  
Capital Stock

This corporation is authorized to issue TEN THOUSAND (10,000) shares of ONE AND NO/100 DOLLARS (\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE V  
Principal Office; Initial Registered Office and Agent

The street address of the initial principal office and registered office of this corporation is: 1111 Lincoln Road, Suite 500, Miami Beach, Florida 33139, and the name of the initial registered agent of this corporation at that address is: Fred R. Stanton, Esq.

ARTICLE VI  
Initial Board of Directors

This corporation shall initially have one (1) director. The number of directors may be increased or decreased from time to time by the By-laws, but shall never be less than ONE (1). The name and

address of the initial director of this corporation is: James P. Moylan, 3400 NE 193 Street, Unit P8, North Miami Beach, Florida 33180.

**ARTICLE VII**  
**Incorporator**

The name and address of the person signing these Articles is: Fred R. Stanton, Esq., 1111 Lincoln Road, Suite 500, Miami Beach, Florida 33139.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 12 day of January, 1995.

Fred R. Stanton  
FRED R. STANTON, Subscriber

STATE OF FLORIDA:

SS:

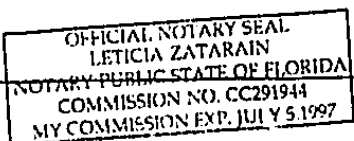
COUNTY OF DADE:

The foregoing instrument was acknowledged before me this 12<sup>th</sup> day of January, 1995, by FRED R. STANTON, ESQ., who is personally known to me or who has produced as identification.

Leticia Zatarain  
Notary Public, State of Florida  
at Large

Leticia Zatarain  
Type/Print/or Stamp Name of Notary

My Commission Expires:



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

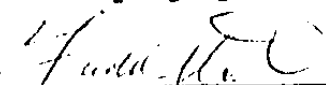
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95 JAN 13 PM 4:01  
SEC. 1  
TALL  
FLA. JUD. CIR. CLERK  
TALLAHASSEE, FLORIDA

ROI TELESERVICING CORPORATION

In pursuance of the Florida Statutes, the following is submitted, in compliance with said Act:

First--that ROI Teleservicing Corporation, desiring to organize under the laws of the State of Florida with its principal office at: c/o Therrel Baisden & Meyer Weiss, 1111 Lincoln Road, Suite 500, Miami Beach, Florida 33139, has named Fred R. Stanton, Esq., located at 1111 Lincoln Road, Suite 500, Miami Beach, Florida 33139, as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
FRED R. STANTON