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2/22/95
ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
400 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000
FROM: CORPORATE CREATIONS MIAMI
4437 SHERIDAN AVE
MIAMI BEACH FL 33140-000018-0000
CONTACT: JOSEPH MATA
PHONE: (305) 538-9091
FAX: (305) 538-8994
NAME: TELEBANK INTERNATIONAL, INC.
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
FAX AUDIT NUMBER: H95000002090
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mayhew
Secretary of State

February 23, 1995

CORPORATE CREATIONS MIAMI

MIAMI BEACH, FL

SUBJECT: TELEBANK INTERNATIONAL, INC.
REF: W95000004132

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Written approval and clearance of the terms BANK, BANKER, BANC, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION must be obtained from the Division of Banking and Finance, pursuant to section 655.922(2a), Florida Statutes. The address is:

Division of Banking
Director's Office
Suite 1401, The Capitol
Tallahassee, FL 32399-0350
(904) 488-1410.

Please return 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 (904) 487-6934.

Loria Poole
Corporate Specialist

FAX Recd. #: H95000002090
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Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

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Articles of Incorporation
of
Teladraft International, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I. Name

The name of this Florida corporation is Teladraft International, Inc.

Article II. Address

The mailing address of the Corporation is:

Teladraft International, Inc.
10 Fairway Drive, Suite 200
Deerfield, FL 33441

EFFECTIVE DATE

2-22-95

Article III. Capital Stock

The Corporation shall have the authority to issue 1000 shares of common stock, par value \$1.00 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Thomas U. Graner
2295 Corporate Blvd, Suite 145
Boca Raton, FL

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the

Thomas U. Graner, Bar Member 905577
Thomas U. Graner, P. A.
2295 Corporate Blvd, Suite 145
Boca Raton, FL
407-994-2130 • Fax 407-994-2440

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Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Steve Blisko

Article VI. Incorporator

The name and address of the incorporator is:

Thomas U. Graner
2295 Corporate Blvd, Suite 145
Boca Raton, FL

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective as of February 22, 1995.

The undersigned incorporator executed these Articles of Incorporation on the date first set forth below.


Thomas U. Graner

Date: 2-22-, 1995

Thomas U. Graner, Bar Member 905577
Thomas U. Graner, P. A.
2295 Corporate Blvd, Suite 145
Boca Raton, FL
407-994-2130 - Fax 407-994-2440

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE:**

CORPORATION:
Teladirect International, Inc.

REGISTERED AGENT:
Thomas U. Graner
2295 Corporate Blvd, Suite 145
Boca Raton, FL

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


Thomas U. Graner

Date: 2-28, 1995

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TALLAHASSEE, FLORIDA

Thomas U. Graner, Bar Member 906577
Thomas U. Graner, P. A.
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