

Michael A. Colon

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March 8, 1995

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Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: PEOPLE ARE TALKING, INC.

EFFECTIVE DATE

Dear Sirs:

3-08-95

Enclosed please find:

1. two original copies of the Articles of Incorporation for the above referenced corporation; and
2. a check in the amount of \$122.50 to cover the filing fees.

Please file these Articles of Incorporation, and return a certified copy to:

Michael A. Colon
2400 E. Commercial Boulevard, Suite 800
Ft. Lauderdale, Florida 33308

Your prompt attention to this matter would be greatly appreciated. If you have any questions, please call me at (305) 489-0440.

Sincerely,

Michael A. Colon

Michael A. Colon

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ARTICLES OF INCORPORATION
OF
PEOPLE ARE TALKING, INC.

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The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation.

Article 1. Name. The name of the Corporation shall be People Are Talking, Inc.

Article 2. Address. The address of the principle place of the Corporation is:

2400 E. Commercial Boulevard, Suite 800
Fort Lauderdale, Florida 33308.

The mailing address of the Corporation is:

2400 E. Commercial Boulevard, Suite 800
Fort Lauderdale, Florida, 33308.

EFFECTIVE DATE
3-08-95

Article 3. Authorized Shares. The Corporation is authorized to issue one class of shares, which shall be called common shares. Common shares shall have unlimited voting rights and shall be entitled to receive the net assets of the Corporation upon dissolution. The Corporation is authorized to issue 100,000 common shares. Such shares of the Corporation shall have a par value of ten cents (\$0.10) per share.

Article 4. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is:

2400 E. Commercial Boulevard, Suite 800
Fort Lauderdale, Florida 33308.

The name of the Corporation's initial Registered Agent at that address is Michael A. Colon.

Article 5. Incorporators. The name and address of the Incorporator is as follows:

Michael A. Colon
2400 E. Commercial Boulevard, Suite 800
Fort Lauderdale, Florida 33308

Article 6. Commencement of Corporate Existence. In accordance with Section 607.0203, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgement of these Articles of Incorporation, except that if they are not filed by the Florida Department of State within five (5) business days after that date, then

corporate existence shall commence upon filing by the Department of State.

Article 7. Duration. The duration of the Corporation is perpetual.

Article 8. Purpose. The general purposes for which the Corporation is organized are the following:

A. To own, operate, manage, maintain, acquire, sell, assign, finance, hypothecate, and otherwise deal in interactive telephone communications businesses and to deal in direct interests, partnership interests, shareholder interests and joint venture interests which represent shares in such businesses.

B. To engage in and transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act and other incorporation laws of the State of Florida. No other purpose limits this general purpose in any way.

C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 9. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1). The name and address of the initial Director is as follows:


Michael A. Colon
2400 E. Commercial Boulevard, Suite 800
Fort Lauderdale, Florida 33308

Article 10. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law, including but not limited to Florida Statutes Section 607.0850.

Article 11. Bylaws. The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

Article 12. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 8th day of March, 1995.


Michael A. Colon

**ACCEPTANCE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Michael A. Colon

March 8, 1995

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