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1 MAR 16 1995 11:28 AM FROM: EMPIRE KIT COMPANY DIVISION OF CORPORATIONS

TO: DIVISION OF CORPORATIONS DEPARTMENT OF STATE
STATE OF FLORIDA
408 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135-
CONTACT: RAY STORMONT
PHONE: (305) 541-3594
FAX: (305) 541-3770

(((H95000003022))) ELECTRONIC FILING COVER SHEET

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: A ELITE ANSWERING SERVICE, INC.
FAX AUDIT NUMBER: H95000003022
DATE REQUESTED: 03/16/1995
CERTIFIED COPIES: 1
NUMBER OF PAGES: 5
ESTIMATED CHARGE: \$122.50

CURRENT STATUS: REQUESTED
TIME REQUESTED: 11:28:28
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER: 072450003255

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TALLAHASSEE, FLORIDA

EFFECTIVE DATE

MAR-16-1993 12:58 FROM EMPIRE MAR 15 1995 TO

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ARTICLES OF INCORPORATION OF A ELITE ANSWERING SERVICE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is: A ELITE ANSWERING SERVICE, INC.

ARTICLE II - DURATION

This corporation shall be perpetual commencing the date of execution and acknowledgement of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business, including but not limited to:

- a. Any and all lawful business.
- b. Pursue its purposes and business in any and all locations foreign and domestic.
- c. Acquire, own, hold, develop, deal in and with, maintain and operate, unlimitedly, such real and personal property of every kind and description within and without the State of Florida.
- d. Buy and sell real and personal property of any nature whatsoever.
- e. Convey, sell, assign, transfer, lease, mortgage, pledge, exchange or otherwise deal with any property.
- f. Import and export wares, goods and merchandise of any nature whatsoever.
- g. Carry on all or any of the business of manufacturers, producers, fabricators, processors, distributors, purchasers and sellers of products and supplies of every kind, character and nature.
- h. Purchase, hold, sell, transfer or deal in any manner with or in stocks, bonds, obligations, securities or interests of its own or of any other person, firm or corporation.
- i. Pay cash or issue capital stock, debentures, bonds, mortgages, or other obligations of the corporation for any acquisition by the corporation and for any other lawful purpose.
- j. Engage in the acquisition, ownership, sale, distribution and licensing of patents, improvements and franchises, trademarks and trade names, and to operate thereunder.

This document prepared by:

HAROLD WEISSMAN, ESQUIRE
1776 North Pine Island Road, Suite 118
Plantation, Florida 33322 Tel: (305) 474-2001
Florida Bar No: 334154

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k. Enter into, make and perform contracts of every kind and description with any person, firm or association, corporation and body politic conducive to the attainment of any of the objects or purposes of the corporation.

l. Enter into any and all types of agreements relating to financing, factoring and guarantees and to guarantee or secure, in any way, the debts or obligations of any other persons, firms and/or corporations.

m. Guarantee performance by any other person and/or entity.

In general, this corporation may, without restriction, perform any and all acts and functions permitted by law.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 800 shares of common stock at ONE DOLLAR (\$1.00) par value common stock.

ARTICLE V - PRINCIPAL PLACE OF BUSINESS

The principal place of business for A ELITE ANSWERING SERVICE, INC. is 5211 Northwest 23rd Street, Lauderdale, Florida 33313.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of this corporation is:

HAROLD WEISSMAN, ESQUIRE
1776 Pine Island Road
Suite 118
Plantation, Florida 33322
Telephone (305) 474-2601

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased from time to time by the by-laws but shall never be less than one (1). The name and address of the director of this corporation are:

NAME

ADDRESS

Sharon K. Hamilton

5211 Northwest 23rd Street
Lauderdale, Florida 33313

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ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles is:

Sharon K. Hamilton
8211 Northwest 23rd Street
Lauderhill, Florida 33313

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 15th day of March 1995.

Sharon K. Hamilton
SHARON K. HAMILTON

STATE OF FLORIDA } ss.
COUNTY OF BROWARD

The foregoing Articles of Incorporation were acknowledged before me this 15th day of March, 1995 by SHARON K. HAMILTON, who is personally known to me / or who has produced the foregoing identification and who did / did not take an oath. 1/345-791-571-846-6 Drivers License

[Signature]
NOTARY PUBLIC
STATE OF FLORIDA
Name:

My Commission expires:
Commission No:



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

In pursuance with Chapter 46.091 of the Florida Statutes, the following is submitted in compliance with said Act:

FIRST; That A ELITE ANSWERING SERVICE, INC., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, in the City of Fort Lauderdale, Brevard County, State of Florida, has named HAROLD WEISSMAN, ESQUIRE, 1776 North Pine Island Road, Suite 118, Plantation, Florida as its registered agent to accept service of process within the State.

ACKNOWLEDGMENT

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 provisions of said Act relative to keeping open said office.


HAROLD WEISSMAN
REGISTERED AGENT

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95 MAR 16 PM 3:32
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TALLAHASSEE, FLORIDA