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

FROM: EMPIRE CORPORATE KIT COMPANY  
1492 W FLAGLER ST  
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MIAMI FL 33136-  
0-0000-0127  
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: NATIONAL TELECENTER, INC.  
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Hearings

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TALLAHASSEE, FLORIDA

3/29

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SECRETARY



FLORIDA DEPARTMENT OF STATE  
Sandra B. Norham  
Secretary of State

March 28, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: NATIONAL TELECENTER, INC.  
REF: W95000006791

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

PLEASE CORRECT THE BEGINNING OF YOUR DOCUMENT TO STATE: purpose of forming a corporation under the florida business corporation act.

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 Aud. #: W95000003522  
Letter Number: 895A00013954

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

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Audit Number: \_\_\_\_\_  
**ARTICLES OF INCORPORATION  
OF  
NATIONAL TELECENTER, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the Florida Business Corporation Act:

**I.  
Name**

**EFFECTIVE DATE**

3-28-95

The name of this corporation is National Telecenter, Inc. (the "Corporation"). The principal place of business and mailing address of the Corporation is Suite 700, 3050 Biscayne Boulevard, Miami, Florida 33137.

**II.  
Effective Date and Duration**

The effective date of this Corporation shall be March 28, 1995, and shall exist perpetually thereafter unless sooner dissolved according to law.

**III.  
Purpose**

This Corporation is authorized to engage in any business permitted to corporations organized under the Florida Business Corporation Act.

**IV.  
Capitalization**

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$1.00 per share.

Juan T. O'Naghten  
Fla. Bar No.: 305774  
Suite 1100  
2800 South Bayside Drive  
Miami, Florida 33133  
(305) 285-0800

Audit Number: \_\_\_\_\_

MAR-28-1995 09:10 FROM ENPIPE

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V.  
Initial Registered Office and Agent

The initial registered office of this Corporation shall be Suite 1100, 2885 South Bayshore Drive, Miami, Florida and the initial registered agent of this Corporation at such office shall be Juan T. O'Naghten, who upon accepting this designation agrees to comply with the provisions of Section 48.081, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

VI.  
Initial Directors

The number of directors constituting the board of directors of the corporation shall be determined in accordance with the bylaws, but shall not be less than one (1). The names and addresses of the persons who are to serve as members of the initial board of directors are:

Name	Address
Barry Meltzer	Suite 708, 3080 Biscayne Boulevard Miami, Florida 33137

VII.  
Incorporator

The incorporator is Juan T. O'Naghten and his address is Suite 1100, 2885 South Bayshore Drive, Miami, Florida 33137.

In witness whereof, the undersigned has executed these Articles of Incorporation on March 27, 1995.

  
\_\_\_\_\_  
Juan T. O'Naghten, Incorporator

Audit Number: \_\_\_\_\_

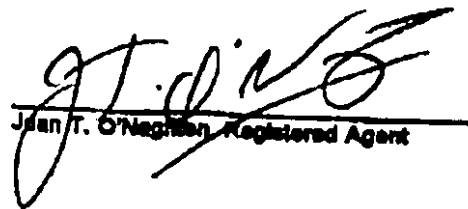
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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND REGISTERED OFFICE  
AND ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

1. The name of the Corporation is: National Telecenter, Inc.
2. The name and address of the registered agent and the registered office is: Juan T. O'Naghten, Suite 1100, 2865 South Bayshore Drive, Miami, Florida 33133

Pursuant to Sections 48.091 and 607.0601, et seq., Florida Statutes, the undersigned has been named to act as the registered agent of the Corporation at the place designated in this certificate and the undersigned agrees to accept such appointment and to act in that capacity. The undersigned further agrees that the undersigned will comply with all provisions of all statutes relating to the proper and complete performance of the duties of the registered agent of the Corporation and that the undersigned is familiar with and accepts the obligations of the position of registered agent for the Corporation.

Date: March 27, 1995

  
 Juan T. O'Naghten, Registered Agent

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