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P9500033478

ACCOUNT NO. : 072100013

REFERENCE : 587084 4134A

AUTHORIZATION : *Patricia Pizito*

COST LIMIT : \$ 122.50

ORDER DATE : April 28, 1995

ORDER TIME : 11:07 AM

ORDER NO. : 587084

CUSTOMER NO: 4134A

10000146835.1

CUSTOMER: Allison Lichter, Legal Asst
BROAD AND CASSEL

Suite 3000, Miami Center
201 South Biscayne Boulevard
Miami, FL 33131

DOMESTIC FILING

NAME: FONEUP SERVICES, INC.

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS: T. BROWN APR 28 1995

FILED
95 APR 28 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FL 32304

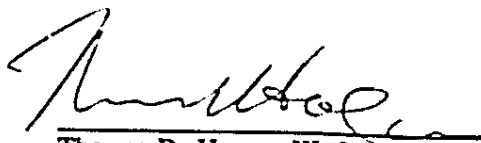
**ARTICLES OF INCORPORATION
OF
FONEUP SERVICES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST:** The name of the Corporation is FONEUP (the "Corporation").
- SECOND:** The street address of the initial principal office and mailing address of the Corporation is Courvoisier Center, Suite 505, 501 Brickell Key Drive, Miami, Florida 33131.
- THIRD:** The Corporation is authorized to issue 200 shares of common stock, no par value.
- FOURTH:** The street address of the initial registered office of the Corporation is: Courvoisier Center, Suite 505, 501 Brickell Key Drive, Miami, Florida 33131 and the registered agent at that address is: Thomas D. Hogan, III.
- FIFTH:** The name and address of the incorporator of the Corporation is: Thomas D. Hogan, III, Courvoisier Center, Suite 505, 501 Brickell Key Drive, Miami, Florida 33131.
- SIXTH:** The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH:** The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.
- EIGHTH:** The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.
- TENTH:** The corporate existence of the Corporation shall commence upon the filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of
Incorporation this ____ day of April, 1995.

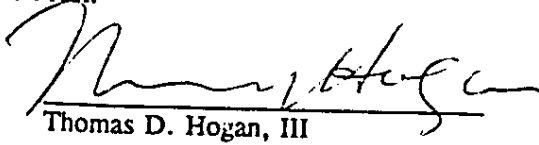


Thomas D. Hogan, III, Incorporator

ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

FILED
95 APR 28 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.


Thomas D. Hogan, III