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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: ADORNO & ZEDER, P.A.

DEPARTMENT OF STATE

2601 S BAYSHORE DR

STATE OF FLORIDA

SUITE 1600

409 EAST GAINES STREET

MIAMI FL 33133-

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION

OR P.A.

NAME: TELASSIST CORPORATION

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January 11, 1996

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ARTICLES OF INCORPORATION  
of  
TelAssist Corporation

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the provisions of Chapter 607 Florida Statutes:

ARTICLE I. - NAME

The name of this corporation is TelAssist Corporation (the "Corporation").

ARTICLE II. - ADDRESS

The principal business address and mailing address of the Corporation is:

150 S.W. 12th Avenue  
Suite 340  
Pompano Beach, Florida 33069

ARTICLE III. - CAPITAL STOCK

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 \$0.01 per share.

ARTICLE IV. - INITIAL REGISTERED  
OFFICE AND AGENT

The initial registered office of this Corporation shall be at 2601 S. Bayshore Drive, Suite 1600, Miami, Florida 33133 and the initial registered agent of this Corporation at such office shall be Richard M. Spector, Esq.

ARTICLE V. - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is Richard M. Spector, Esq., 2601 S. Bayshore Drive, Suite 1600, Miami, Florida 33133.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on January 11, 1996



Richard M. Spector, Esq.,  
Incorporator

This instrument prepared by:  
Richard M. Spector  
2601 S. Bayshore Drive - #1600  
Miami, Florida 33133  
(305) 888-8888  
Florida Bar No. 204919

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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:

TelAssist Corporation

2. The name and address of the registered agent and the registered office is: Richard M. Spector, 2601 S. Bayshore Drive, Suite 1600, Miami, Florida 33133.

Pursuant to Section 607.0501, Florida Statutes, the undersigned has been named to act as the registered agent of TelAssist 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 Section 607.0505, Florida 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: January 11, 1996



Richard M. Spector, Esq.,  
Registered Agent

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