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LAW OFFICES
BOONE, BOONE & BOONE, P.A.

P.O. BOX 1500
VENICE, FLORIDA 34284

ESTABLISHED 1988

January 29, 1996

LESLIE BOONE
JEFFREY A. BOONE
STEPHEN K. BOONE
CHARLES D. BOONE
JOHN B. BOONE

STREET ADDRESS:
1001 AVENIDA DEL CHICO 34285
TELEPHONE (904) 488-0700
FAX (904) 488-7070

Secretary of State
Bureau of Corporate Records
P.O. Box 6327
Tallahassee, FL 32314

80000001 7014 1548
-02/01/96--01076--019
****122.50 ****122.50

Re: VOICE-TECH, INC.

Dear Sir:

We enclose original and one copy of Articles of Incorporation concerning the above. Also enclosed is our check in the amount of \$122.50 to cover the cost of this filing:

Filing Fee	\$ 35.00
Registered Agent Designation	35.00
Certified Copy of Articles	52.50

Total Filing Fee	\$122.50
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The start date for this new corporation is February 1, 1996.

Please return a certified copy of the Articles of Incorporation to our office at the post office box listed above.

Thank you for your attention to this matter.

Very truly yours,

Stephen K. Boone

Stephen K. Boone

mks
enclosures

95 FEB -1 PM 9:47
RECEIVED
SECRETARY OF STATE
CORPORATE RECORDS

cf 2/6/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 FEB -1 AM 9:47

ARTICLES OF INCORPORATION
OF
VOICE-TECH, INC.

ARTICLE I.
CORPORATE NAME

The name of this corporation is:

VOICE-TECH, INC.

ARTICLE II.
NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III.
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share shall be in money, property or services. The board of directors shall determine the reasonable value of all consideration, other than money, paid for such shares and their determination, made in good faith, shall be final and conclusive as to such value.

ARTICLE IV.
BEGINNING DATE AND TERM OF EXISTENCE

The beginning date of this corporation shall be February 1, 1996, and it shall exist perpetually.

ARTICLE V.
ADDRESS

The initial mailing address of the principal office of this corporation is: 300 Alba Avenue East, Venice, Florida 34285.

The directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VI.
DIRECTORS

This corporation shall have one (1) director, initially. The number of directors may be increased or decreased from time to time, by Bylaws adopted by the stockholders.

ARTICLE VII.
INITIAL DIRECTORS AND OFFICERS

The names and post office address of the members of the first Board of Directors and first Officers are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Tim Garofalo	300 Alba Avenue East Venice, Florida 34285	President, Vice President Secretary Treasurer

ARTICLE VIII.
SUBSCRIBERS

The names and addresses of all the subscribers to the stock of this corporation, together with the number of shares of stock each agrees to take, are:

<u>Name</u>	<u>Address</u>	<u># of Shares</u>
Tim Garofalo	300 Alba Avenue East Venice, Florida 34285	100

ARTICLE IX.
REGISTERED AGENT

The initial registered agent and the address of his office is: Stephen K. Boone, Esq., 1001 Avenida del Circo, Venice, Florida 34285.

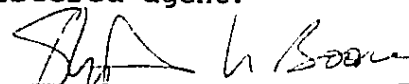
IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation this 29th day of January, 1996.



Tim Garofalo, Incorporator

ACCEPTANCE OF REGISTERED AGENT

The undersigned, who has been designated registered agent and to accept service of process for the above corporation, affirms that Stephen K. Boone, Esq. is Registered Agent for VOICE-TECH, INC., and the address for the registered office of the corporation is 1001 Avenida del Circo, Venice, Florida 34285. I 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.

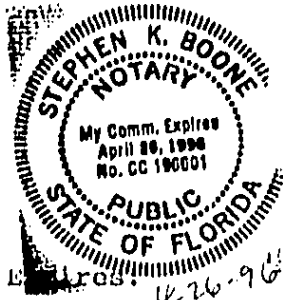


Registered Agent

STATE OF FLORIDA)
COUNTY OF SARASOTA)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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I HEREBY CERTIFY that the foregoing Articles of
Incorporation were acknowledged before me this 24th day of
January, 1996, by Tim Garofalo, the incorporator,
who is personally known to me or who produced _____
_____ as identification.



NOTARY PUBLIC

Sign [Signature]
Print STEPHEN K. BOONE

(SEAL)

My Commission Expires: 4-26-96