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ARTICLES OF INCORPORATION

OF

PRN TRANSCRIBERS, INC.

The undersigned, incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME OF THE CORPORATION

The name of the corporation is PRN TRANSCRIBERS, INC., hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is 17830 S. W. 109TH PLACE, MIAMI, FL 33157.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue Five Thousand (5,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

Stanley B. Lewis
Tools For Change
6255 NW 7th Avenue
Miami, Florida 33150
FL BAR # 0797022

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ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office 17830 S. W. 109TH PLACE, MIAMI, FLORIDA 33157 and the registered agent at that office is ERMA BETSEY.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have TWO (2) directors constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws.

The initial Board of Directors of the Corporation shall be comprised of:

ERMA BETSEY
17830 S. W. 109TH PLACE
MIAMI, FL 33157

MERDITH RUSSELL
9825 S. W. 166TH STREET
MIAMI, FL 33157

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ARTICLE IX INCORPORATORS

The incorporators of the Corporation is as follows:

ERMA BETSEY 17830 S. W. 109TH PLACE MIAMI, FL 33157	MERDITH RUSSELL 9825 S. W. 166TH STREET MIAMI, FL 33157
--	--

IN WITNESS WHEREOF, WE, ERMA BETSEY AND MERDITH RUSSELL, the undersigned incorporators, have signed these Articles of Incorporation on this 3rd day of May, 1996 and acknowledged the same to be my act.

Erma Betsey
 ERMA BETSEY

Merdith Russell
 MERDITH RUSSELL

STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was sworn to before me this 3rd day of May, 1996 by ERMA BETSEY, and MERDITH RUSSELL, who personally appeared before me at the time of notarization, and who is personally known to me or who produced a FLORIDA DRIVER'S LICENSE as identification.

NOTARY PUBLIC:

SIGN: *Stanley B. Lewis*

PRINT: STANLEY B. LEWIS
 STATE OF FLORIDA AT LARGE



STANLEY B. LEWIS
 My Commission CO-007787
 Expires Sep. 18, 1998
 Bonded by HAI
 800-422-1888

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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**

Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First--That PRN TRANSCRIBERS, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Miami, County of Dade, State of Florida, has named ERMA BETSEY at 17830 S.W. 109th PLACE, in the City of MIAMI, County of DADE, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGEMENT:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.

BY: ERMA BETSEY
ERMA BETSEY

DATE: 9/17/96

FILED
96 MAY - 6 PM 4:59
CLERK OF DISTRICT COURT
STATE OF FLORIDA

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