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TAMPA, FLORIDA 33600
PHONE 813-480-1400 FAX 813-480-1400

April 30, 1996

IN REPLY, PLEASE TO:

Clearwater

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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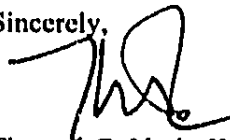
Re: **Tele-Direct, Inc.**

Dear Sir or Madam:

Enclosed please find Articles of Incorporation for the above-referenced corporation along with a check in the amount of \$122.50 for the filing fees. Please proceed to process these Articles as soon as possible and notify my office of the assigned document number.

Thank you for your cooperation and assistance. If you have questions upon receipt of this letter, please call my office immediately.

Sincerely,



Thomas C. Nash, II

TCN/skb

Enclosure

cc: Client

STAMPED: MAY 3 1996
FBI - TAMPA
100-100000-100000

27 5/1/96

ARTICLES OF INCORPORATION
OF
TELE-DIRECT, INC.

ARTICLE I

Name and Address

The name of this corporation is TELE-DIRECT, INC. whose place of business is located at 33920 U.S. Highway 19, N., Suite 390, Palm Harbor, FL 34684.

ARTICLE II

Duration

The term of existence of this corporation shall be perpetual.

ARTICLE III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

Capital Stock

This corporation is authorized to issue Five Thousand (5,000) shares at One Dollar(s) (\$1.00) par value common stock, which shall be designated "common shares". The consideration to be paid for each share shall be fixed by the Board of Directors. Common stock of the corporation may be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1986.

All voting powers of this corporation shall be vested in the common stock above designated.

ARTICLE V

Presumptive Rights

Any shareholder, upon the sale by the corporation for cash of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 400 Cleveland Street, 8th Floor, Clearwater, FL 34615 and the name of the initial registered agent of this corporation at that address is THOMAS C. NASH, II.

ARTICLE VII

Initial Board of Directors and Officers

This corporation shall have two (2) directors and two (2) officer(s) initially. The number of directors and/or officers may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The names and addresses of the initial directors and officers of this corporation are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Monte C. Sims	33920 U.S. Highway 19, N., Ste. 390 Palm Harbor, FL 34684	Director/President
Robert G. Brown	33920 U.S. Highway 19, N., Ste. 390 Palm Harbor, FL 34684	Director/Secretary

ARTICLE VIII

Incorporators

The name and address of the person signing these Articles is Thomas C. Nash, 11400 Cleveland Street, 8th Floor, Clearwater, FL 34616

ARTICLE IX

Bylaws

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X

Shareholder Quorum and Voting

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XI

Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, and, in addition to and not in limitation thereof, this corporation shall have the power to guarantee the performances of obligations of other persons, partnerships, corporations, or other entities.

ARTICLE XII

Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIII

Amendment

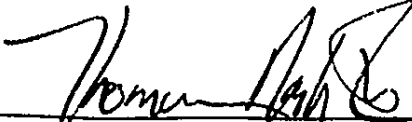
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIV

Cumulative Voting

At each election for directors, every shareholder entitled to vote at such elections shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 12th day of May, 1996.



Incorporator THOMAS C. NASH, II

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, THOMAS C. NASH, II, to me personally known or who has produced N/A as identification, and known to me to be the individual described in and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Clearwater, said County and State, this 15th day of May, 1996.

SHARON K. BROWN
Notary Public, State of Florida
My Comm. Expires April 13, 1998
No. CC 384323 Alliance

Sharon K. Brown
Notary Public
Print Name: SHARON K. BROWN
My Commission Expires:

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

ACKNOWLEDGMENT:

Having been named to accept service for process for TELE-DIRECT, INC. at the place designated in this Certificate, I hereby accept and agree to act in said capacity and agree to comply with the provisions of the Florida Corporation Act relative to keeping open said office.

Thomas C. Nash, II
THOMAS C. NASH, II

NOTARY PUBLIC
STATE OF FLORIDA
COMMISSION EXPIRES
APRIL 13, 1998
NO. CC 384323