

996000042957

LAW OFFICES
FIELDSTONE LESTER & SHEAR

FIRST UNION FINANCIAL CENTER
SUITE 1100
800 SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131

TELEPHONE (305) 982-1555
FACSIMILE (305) 982-1550

RONALD FIELDSTONE, PA
PAUL A. LESTER, PA
DAVID SHEAR, PA

FIELDSTONE LESTER & SHEAR
IS OF COUNSEL TO
HANZHAN CHIDEN KOROT
HERTZBERG & CHAYKIN, PA

May 8, 1996

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

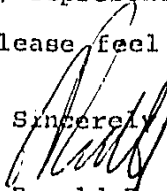
RE: VIVOX U.S.A., INC.

Gentlemen:

Enclosed you will find the original and one copy of Articles of Incorporation of VIVOX U.S.A., Inc. for filing. Also enclosed is our check in the sum of \$122.50, representing your fees.

If you have any questions, please feel free to contact our office.

Sincerely,


Ronald R. Fieldstone

RRF/cs

Encls.

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-05/14/96--01061--009
****122.50 ****122.50

ARTICLES OF INCORPORATION

OF

VIVOX U.S.A., INC.

FILED
96 MAY 13 AM 7:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is VIVOX U.S.A., INC.

ARTICLE II - PURPOSE

The corporation shall be authorized to transact all legal business of any nature.

ARTICLE III - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stock
1,000	\$1.00	Common

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED
OFFICE AND AGENT

The street address of the initial principal and mailing office of this corporation is:

3015 Greene Street
Hollywood, Fl 33020

and the name and address of the initial registered agent of this corporation in:

Name	Address
Ronald R. Fieldstone	200 S. Biscayne Boulevard Suite 2100 Miami, Florida 33131

ARTICLE VI - COMMENCEMENT

This corporation shall commence on the date on which these Articles are filed with the Secretary of State.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Name	Address
Gerard Cohen	3015 Greene Street Hollywood, Fl 33020

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Name	Address
Gerard M. Cohen	3015 Greene Street Hollywood, Fl 33020

ARTICLE IX - BY-LAWS

The power to alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

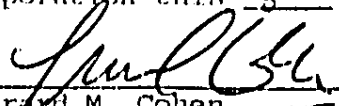
ARTICLE X - INDEMNIFICATION

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

ARTICLE XI - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 8th day of May, 1996.


Gerard M. Cohen
Incorporator

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

BEFORE ME, the undersigned authority, ~~authorized~~ to take acknowledgments in the State and County set forth above, personally appeared Gerard M. Cohen who is known to me or who has produced _____ as identification and who did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 8 day of May, 1996.


Signature

Print (Notary's Name)
Notary Public, State of Florida

Notarial Seal:



KATHLEEN A. KAUSCH
MY COMMISSION # 0000153 EXPIRES
THIRTIETH DAY, 1997
NOTED FROM THE PUBLIC RECORDS, INC.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: VIVOX U.S.A., INC.
2. The name and address of the registered agent and office is:

Ronald R. Fieldstone
200 S. Biscayne Boulevard
Suite 2100
Miami, Florida 33131

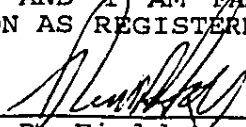


Gerard M. Cohen

Title: Incorporator

Date: May 8, 1996.

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.



Ronald R. Fieldstone

Date: _____, 1996.

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
800-342-8086
90-22-5191

96000042957



ACCOUNT NO. : 072100000032
REFERENCE : 147447 11489A
AUTHORIZATION : *Patricia Pizutto*
COST LIMIT : \$ 87.50

ORDER DATE : November 7, 1996

ORDER TIME : 10:54 AM

FILE FIRST!!!

ORDER NO. : 147447-005

FILE FIRST!!!

CUSTOMER NO: 11489A

CUSTOMER: Ms. Claire Seminario
Oppenheim & Associates
Suite 800
3191 Coral Way
Miami, FL 33145

FILED
NOV 7 1996
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
800001

DOMESTIC AMENDMENT FILING

NAME: VIVOX U.S.A., INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint Fuhrman

EXAMINER'S INITIALS:

ANT KES
11-7

RECEIVED
96 NOV -7 PM 1:04
DIVISION OF CORPORATION

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
VIVOX U.S.A., INC.**

FILED
NOV - 7 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006, Florida Statutes, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is: **VIVOX U.S.A., INC.**
2. The amendments to the Articles of Incorporation set forth herein were adopted by the Corporation:
3. Article III - CAPITAL STOCK is hereby deleted and superceded by the following:

ARTICLE III - CAPITAL STOCK

The aggregate number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Hundred Thousand (100,000) Shares, all of which shall be Common Shares, \$.01 par value per share.

4. Article IV - PREEMPTIVE RIGHTS is hereby deleted and superceded by the following:

ARTICLE IV - PRINCIPAL OFFICE

The address of the principal place of business and the mailing address of the corporation is:

2821 Evans Street
Hollywood, FL 33020

5. Article V - INITIAL REGISTERED OFFICE AND AGENT is hereby deleted and superceded by the following:

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of the corporation is:

Ronald R. Fieldstone
200 S. Biscayne Boulevard
Suite 2100
Miami, FL 33131

6. Article IX - BY-LAWS is hereby deleted and superceded by the following:

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws of the corporation shall be vested in the shareholders of the corporation which shall require a majority vote of all of the issued and outstanding shares of capital stock of the corporation.

7. Article XI - AMENDMENT is hereby deleted and superceded by the following:

ARTICLE XI - AMENDMENT

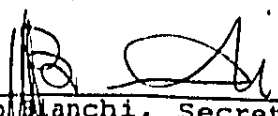
These Articles of Incorporation, and any amendment thereto, shall only be amended or repealed by a majority vote of all of the issued and outstanding shares of capital stock of the corporation.

8. These amendments were unanimously adopted by the director and stockholders of the corporation on the 25th day of October, 1996.


DATED: October 25, 1996.

VIVOX U.S.A., INC.

Attest:


Matteo Bianchi, Secretary

By:

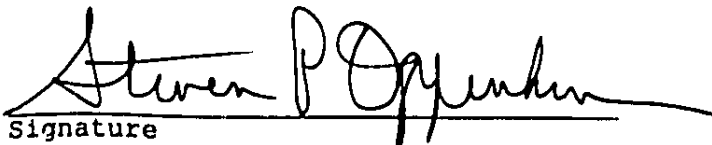

Gerald M. Cohen, President

STATE OF FLORIDA

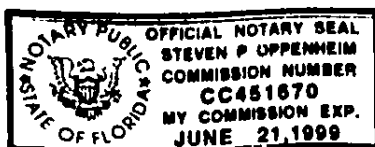
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, authorized to take acknowledgements in the State and County set forth above, personally appeared GERARD M. COHEN and MATTEO BIANCHI, as President and Secretary respectively of VIVOX U.S.A., Inc., who are known to me or who has produced (personally known) as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 25th day of October, 1996.


Signature
Notary Public-State of Florida
at large

My commission expires: (SEAL)



P96000042957

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
222-0000

800-342-8086

CSC networks
PREMIER HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032
REFERENCE : 147447 11489A
AUTHORIZATION : *Patricia Piggott*
COST LIMIT : \$ 87.50

ORDER DATE : November 7, 1996

ORDER TIME : 10:55 AM

ORDER NO. : 147447

FILE SECOND!!

CUSTOMER NO: 11489A

FILE SECOND!!

CUSTOMER: Ms. Claire Seminario
Oppenheim & Associates
Suite 800
3191 Coral Way
Miami, FL 33145

900001999489--2

RECEIVED
NOV -7 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CHANGE OF AGENT

NAME: VIVOX U.S.A., INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY
PLAIN STAMPED COPY

CONTACT PERSON: Clint Fuhrman

RECEIVED
96 NOV -7 PM 1:04
DIVISION OF CORPORATION

RACH
KFF-7

STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH

To the Secretary of State of the State of Florida.

Pursuant to the provisions of Sections 607.0501 and 607.0502, Florida Statutes, the undersigned corporation, organized under the laws of the State of , submits the following statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

FIRST: The name of the corporation is VIVOX U.S.A., INC.

SECOND: The address of its present registered agent is 200 S. DISCAYNE BOULEVARD,
SUITE 2100, MIAMI, FL 33131

THIRD: The address to which its registered agent is to be changed is 3191 CORAL WAY,
SUITE 800, MIAMI, FL 33145

FOURTH: The name of its present registered agent is RONALD R. FIELDSTONE

FIFTH: The name of its successor registered agent is STEVEN P. OPPENHEIM

SIXTH: The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.

SEVENTH: Such change was authorized by resolution duly adopted by its board of directors.

Dated OCTOBER 25, 1996

VIVOX U.S.A., INC.

(exact corporate name)

SIGNATURE 

(President or Vice-President)

DATE 10/25/96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505 FLORIDA STATUTES.

SIGNATURE: 

(Registered Agent)

DATE 10/25/96

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
56 NOV -7 PM 3:11