

SENT BY:

5-30-96 11:12AM ;

ADORNO ZEDER

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5/30/96
10:30 AM

FLORIDA DIVISION OF CORPORATIONS

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DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAIL STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

CONTACT: JUSTIN T WILSON
PHONE: (305) 860-7090
FAX: (305) 858-4777

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION

((H96000007584))
OR P.A.

NAME: 2COMMUNICATE INC
FAX AUDIT NUMBER: H96000007584
DATE REQUESTED: 05/30/1996
CERTIFIED COPIES: 1
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TALLAHASSEE, FLORIDA

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96 MAY 30 PM 1:48

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5-30-80 11:13AM :

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ARTICLES OF INCORPORATION
OF
2COMMUNICATE! INC.

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SECRET
FBI
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:
2Communicate! Inc. (the "Corporation")

ARTICLE II

The existence of the Corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The Corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The Corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

This form prepared by:
Justin T. Wilson
2601 S. Bayshore Drive, Suite 1600
Miami, Florida 33133
(305) 808-5555

1196100007384

ARTICLE IV

The maximum number of shares which the Corporation shall have authority to issue shall be 10,000 shares of Common Stock with a par value of \$.01 per share.

ARTICLE V

The initial registered agent and street address of the initial registered office of the corporation shall be:

A Z Registered Agent Corporation
2601 S. Bayshore Drive
Suite 1600
Miami, Florida 33133

ARTICLE VI

This Corporation shall have one director initially. The name and address of the initial director of the Corporation, who shall hold office until his successor is elected and qualified or until his earlier resignation or removal from office is:

Marc D. Fishman
c/o A Z Registered Agent Corporation
2601 S. Bayshore Drive
Suite 1600
Miami, Florida 33133

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the Corporation, but shall not be less than one.

SENT BY:

5-30-96 :11:13AM :

ADORNO ZEDER-

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ARTICLE VII

The name and address of the Incorporator of the Corporation is:

A Z Registered Agent Corporation
2601 S. Bayshore Drive
Suite 1600
Miami, Florida 33133

ARTICLE VIII

The principal business and mailing address of the corporation shall be:

c/o A Z Registered Agent Corporation
2601 S. Bayshore Drive
Suite 1600
Miami, Florida 33133

Executed at Miami, Florida this 30th day of May, 1996.

A Z REGISTERED AGENT CORPORATION,
Incorporator

By: Justin T. Wilson
Justin T. Wilson,
Secretary and Treasurer

SENT BY:

6-30-86 :11:14AM :

ADRIANO ZEDER-

:# 8

ACCEPTANCE BY REGISTERED AGENT

(1796000007394

Having been appointed the Registered Agent of
2Communicate! Inc., the undersigned accepts such appointment and
agrees to act in such capacity.

Dated this 30th day of May, 1996.

A Z REGISTERED AGENT CORPORATION,
Registered Agent

By:

Justin T. Wilson
Justin T. Wilson,
Secretary and Treasurer

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TALLAHASSEE, FLORIDA