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TALLAHASSEE, FL 32301-2607

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PRINTER HALL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 002651 4302440

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Ryzant

ORDER DATE : June 27, 1996

ORDER TIME : 9:52 AM

ORDER NO. : 002651

600001878116

CUSTOMER NO: 4302440

CUSTOMER: Darren Coggins, Esq
WARSHAW, BURSTEIN, COHEN,
SCHLESINGER & KUH
555 Fifth Avenue

New York, NY 10017

DOMESTIC FILING

NAME: GEMAQUA INC.

EFFECTIVE DATE:

X ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
X PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: GLS

EXAMINER'S INITIALS:

gf
6/27/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 27 PM 2:28

RECEIVED
96 JUN 27 12:11:07
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF . . .

GEMAQUA INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUN 27 PM 2:28

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

Article I: The name of the corporation shall be GEMAQUA INC.

Article II: The principal place of business and mailing address of the corporation shall be 3116 North Federal Highway, Lighthouse Point, FL 33064.

Article III: The number of shares of stock that the corporation is authorized to have outstanding at any one time is 200, all of which are of a par value of \$.01 dollars each and classified as common shares.

Article IV: The name and address of the initial registered agent is Robert E. Riordan, 3116 North Federal Highway, Lighthouse Point, FL 33064.

The written acceptance of the initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of hereof.

Article V: The name and street address of the incorporator to these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Darren Coggins	c/o Warshaw Burstein Cohen Schlesinger & Kuh, LLP 555 Fifth Avenue New York, New York 10017

Article VI: The number of directors constituting the initial board of directors shall be two. The name and address of each of the members of the initial board are:

<u>NAME</u>	<u>ADDRESS</u>
Robert E. Riordan	3116 North Federal Highway Lighthouse Point, FL 33064
Michael Brennock	14 Magnolia Lane Ormond Beach, FL 32174

DENY PREEMPTIVE RIGHTS

Article VII: No holder of any of the shares of the corporation shall, as such holder, have any right to purchase or subscribe for any shares of any class which the corporation may issue or sell, whether or not such shares are exchangeable for any shares of the corporation of any other class or classes, and whether such shares are issued out of the number of shares authorized by the Articles of Incorporation of the corporation as originally filed, or by any amendment thereof, or out of shares of the corporation acquired by it after the issue thereof; nor shall any holder of any of the shares of the corporation, as such holder, have any right to purchase or subscribe for any obligations which the corporation may issue or sell that shall be convertible into, or exchangeable for, any shares of the corporation of any class or classes, or to which shall be attached or shall be appertain any warrant or warrants or other instrument or instruments that shall confer upon the holder thereof the right to subscribe for, or purchase from the corporation any shares of any class or classes.

Article VIII: The purposes for which the corporation is organized, in addition to engaging in any or all lawful business for which corporations may be incorporated under the provisions of the Florida Statutes, are as follows:

The corporation is organized to engage in any or all lawful business for which corporations may be incorporated under the provisions of the Florida Statutes. The corporation will be engaged in the manufacturing, marketing and distribution of telephonic equipment.

Article IX: The period of duration of the corporation is perpetual.

Article X: The corporation shall, to the fullest extent legally permissible under the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, shall indemnify and hold harmless any and all persons whom it shall have power to indemnify under said provisions from and against any and all liabilities (including expenses) imposed upon or reasonably incurred by him in connection with any action, suit or other proceeding in which he may be involved or with which he may be threatened, or other matters referred to in or covered by said provisions both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to

be a director or officer of the corporation. Such indemnification provided shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Dylaw, Agreement or Resolution adopted by the shareholders entitled to vote thereon after notice.

The undersigned incorporator has executed these Articles of Incorporation this 26th day of June, 1996.

Darren Coggins
Darren Coggins, Incorporator

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

Robert E. Riordan
3116 North Federal Highway
Lighthouse Point, FL 33064

By: Robert E. Riordan

Date: June 26, 1996

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 27 PM 2:28

1201 HAYS STREET
TALLAHASSEE, FL 32304
(904) 224-0171
(904) 224-0171 FAX



ACCOUNT NO. : 072100000032

REFERENCE : 028035 4302440

AUTHORIZATION : *[Signature]*

COST LIMIT : \$ 87.50

FILED
95 JUL 23 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : July 22, 1996

ORDER TIME : 10:27 AM

ORDER NO. : 028035

CUSTOMER NO: 4302440

CUSTOMER: Ilene B. Stern, Esq
Warshaw, Burstein, Cohen,
555 Fifth Avenue

500001902245

New York, NY 10017

DOMESTIC AMENDMENT FILING

NAME: GEMAQUA 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: MICHELLE BAILEY

EXAMINER'S INITIALS: _____

NC 67/23

RECEIVED
95 JUL 23 PM 12:12
DIVISION OF CORPORATION

ARTICLES OF AMENDMENT
OF
GEMAQUA INC.

FILED
96 JUL 23 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the corporation hereinafter named (the "Corporation") does hereby adopt the following Articles of Amendment.

1. The name of the Corporation is Gemaqua Inc.
2. Article I of the Articles of Incorporation of the Corporation is hereby amended so as henceforth to read as follows:

"The name of the Corporation shall be Call-Blocker, Inc."
3. The date of adoption of the aforesaid amendment was July 12, 1996.
4. The number of votes cast for the said amendment by the shareholders was sufficient for the approval thereof.

Executed on July 17, 1996

GEMAQUA INC.

Michael Brennock

Name of Officer: Michael Brennock
Title of Officer: President