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GARY R. SASLAW  
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VIA FEDERAL EXPRESS

July 24, 1996

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

Re: Voice Keyboard, Inc.

To Whom This May Concern:

Please find enclosed 2 executed copies of the Articles of Incorporation of Voice Keyboard, Inc. I have also enclosed a check in the amount of \$122.50 to cover the following:

Filing Articles of Incorporation . . . . .	\$ 35.00
Designation of Registered Agent . . . . .	35.00
Certified Copy Fee . . . . .	<u>52.50</u>
TOTAL . . . . .	\$122.50

Please return a certified copy of the Articles of Incorporation in the envelope provided for your convenience. If you have any questions, please immediately contact the undersigned.

Sincerely,

GARY R. SASLAW, P.A.

Gary Saslaw

wak:gs  
Enclosures

Copy to: Mr. Gary Crain

JUL 29 1996

FILED  
56 JUL 25 PM 12:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
VOICE KEYBOARD, INC.

FILED

96 JUL 25 PM 12:33

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE 1

Name

The name of this Corporation shall be VOICE KEYBOARD, INC.

ARTICLE 2

Principal Office

The principal place of business and mailing address of the corporation shall be 11607 Palmetto Way, Cooper City, Florida 33026.

ARTICLE 3

Purpose

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

ARTICLE 4

Capital Stock

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

<u>NUMBER OF SHARES</u> <u>AUTHORIZED</u>	<u>PAR VALUE</u> <u>PER SHARE</u>	<u>CLASS OF</u> <u>STOCK</u>
100,000	\$0.01	Class A Voting Common
100,000	\$0.01	Class B Non-Voting Common

The shares of Class A voting common stock shall be entitled to vote on all issues submitted to a vote. The shares of Class B non-voting common stock shall not be entitled to any voting rights. Except for the difference in voting rights, the Class A voting common and Class B non-voting common stock shall be identical with regard to all preferences, limitations and relative rights.

ARTICLE 5

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 11607 Palmetto Way, Cooper City, Florida 33026 and the name of the initial registered agent of this Corporation at that address is Gary Crain.

#### ARTICLE 6

##### Initial Board of Directors

The names and addresses of the initial directors of this Corporation are:

Gary Crain	11607 Palmetto Way Cooper City, Florida 33026
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The number of directors may be either increased or diminished from time to time as provided for by the By-Laws but shall never be less than one.

#### ARTICLE 7

##### Incorporator/Subscriber

The names and addresses of the persons signing these articles are:

Gary Crain	11607 Palmetto Way Cooper City, Florida 33026
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#### ARTICLE 8

##### By-Laws

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

#### ARTICLE 9

##### Indemnification

The Corporation shall indemnify, or advance expense to, to the fullest extent authorized or permitted by the Florida General Corporation Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation; (iii) is or was an officer of the Corporation, provided that he is or was at the time a director of the Corporation; or (iv) is or was serving at the request of the Corporation as an officer of another corporation, provided that he is or was at the time a director of the Corporation; and further provided that, in all cases, such person acted in good faith and in a manner in which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation. The foregoing is subject to and shall not limited any rights granted to the Corporation by the Florida General Corporation Act.

**ARTICLE 10**

**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 Incorporator/Subscriber has executed these Articles of Incorporation this 24 day of July, 1996.

  
\_\_\_\_\_  
Gary Crain, Incorporator/Subscriber

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.

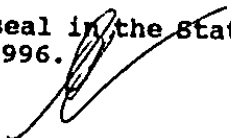
Dated: July 24, 1996

  
\_\_\_\_\_  
Gary Crain, Registered Agent

STATE OF FLORIDA )  
COUNTY OF DADE )

The foregoing Articles of Incorporation were acknowledged before me this 24 day of July, 1996, by Gary Crain as Incorporator/Subscriber and as Registered Agent. Gary Crain is personally known to me or has produced a Florida Driver's License as identification.

WITNESS my hand and official seal in the State and County last aforesaid, this 24 day of July, 1996.

  
\_\_\_\_\_  
Notary Public  
State of Florida  
My commission expires: \_\_\_\_\_  
My commission number is: \_\_\_\_\_