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TXKEX96 FLORIDA DIVISION OF CORPORATIONS
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((H96000012656 0))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (904)385-6735
(904)385-6761

FAX #:

NAME: ONE TO ONE COMMUNICATIONS GROUP, INC. AUDIT NUMBER.....H96000012656 DOC
TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..0
PAGES..... 3 CERT. COPIES.....0 DEL.METHOD.. MAIL
EST.CHARGE.. \$70.00 NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET.
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PREPARED BY:
ADAM D. KAPLAN, ESQ.
2875 NE 191st St. SUITE 200
AVENTURA, FL. 33180
FLA. BAR. NO. 69360
(305)917-0300

ARTICLES OF INCORPORATION
OF
ONE TO ONE COMMUNICATIONS GROUP, INC.

ARTICLE ONE:

The name of this corporation is: **ONE TO ONE COMMUNICATIONS GROUP, INC.**

ARTICLE TWO:

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act of the State of Florida.

ARTICLE THREE:

The aggregate number of shares which this corporation shall have authority to issue is **TEN THOUSAND (10,000)** shares of common stock, **ONE (\$1.00) DOLLAR** par value, shall be designated as "Common Shares".

ARTICLE FOUR:

Shareholders of this corporation shall have full preemptive rights to acquire unissued or treasury shares of the corporation.

ARTICLE FIVE:

The street address of the initial principal office of this corporation is
1225 N.E. 17th Avenue
Ft. Lauderdale, FL 33304

and the name and address of the Registered Agent of this corporation is:
TIM HARRIS
1225 N.E. 17th Avenue
Ft. Lauderdale, FL 33304

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ARTICLE SIX:

This corporation shall have one (1) director to constitute its initial Board of Directors. The number of directors of the corporation may subsequently be increased or decreased from time to time according to the By-Laws of the corporation, but shall never be less than one (1). The name and address of the initial director of this corporation is:

TIM HARRIS
1225 N.E. 17th Avenue
Ft. Lauderdale, FL 33304

ARTICLE SEVEN:

The name and address of the incorporator of this corporation, who is the person signing these Articles is:

TIM HARRIS
1225 N.E. 17th Avenue
Ft. Lauderdale, FL 33304

ARTICLE EIGHT:

The Corporation shall indemnify any Officer or Director, or any former Officer or Director to the full extent permitted by law.

NOW THEREFORE, the undersigned incorporator has executed these Articles of Incorporation this 9 day of, September, 1996.



TIM HARRIS

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STATE OF FLORIDA)
) AS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, duly authorized to take acknowledgments and administer oaths, personally appeared TIM HARRIS, to me well known to be the person described as the incorporator in and who, in my presence, executed the foregoing Articles of Incorporation, and who acknowledged before me that subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the State and County above this 9th day of September, 1996.



ADAM DIVALIN KAPLAN
Notary Public - State of Florida
Commission Expires Nov. 14, 1998

Notary Public - State of Florida

My commission expires:

ACCEPTANCE OF REGISTERED AGENT

I, the undersigned, having been designated as Registered Agent in the above and foregoing Articles of Incorporation of , do hereby accept such designation and agree to comply with the Laws of the State of Florida relative thereto.

Tim Harris

Registered Agent

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