

Ronald W. Young, P.A.
ATTORNEY-AT-LAW
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P 960000089528

September 19, 1996

Secretary of State
Division of Corporations
The Capitol
Tallahassee, FL

900001989149--9
-10/29/96--01124--014
****122.50 ****122.50

Re: Call In, Inc.

Gentlemen:

Please find enclosed the original and one copy of the proposed Articles of Incorporation in the above matter, together with Designation of Resident Agent. Also enclosed is my check in the amount of \$122.50 for filing same.

If there is anything further you require please do not hesitate to contact me.

Sincerely,


RONALD W. YOUNG

RWY/be
Enclosures - As indicated

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 29 AM 11:32

9/10/31/96

ARTICLES OF INCORPORATION
OF
CALL IN, INC.

FILED
SECRETARY OF STATE
CORPORATIONS
96 OCT 29 11:32

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is CALL IN, INC.

ARTICLE II

The corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III

The corporation may engage in any activities or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

The initial post office address of the principal office of this corporation in the State of Florida is: 4006 Alafia Boulevard, Brandon, FL. The Board of Directors may from time to time move the registered office to any other address in Florida.

ARTICLE V

This corporation is authorized to issue 7500 shares of One Dollar (\$1.00) par value common stock, which shall be designated as "Common Shares".

ARTICLE VI

The name and address of the registered agent is Barbara C. Davis, 4006 Alafia Boulevard, Brandon, FL 33511.

ARTICLE VII

This corporation is to exist perpetually.

ARTICLE VIII

The corporation shall be governed by a Board of Directors of no less than one nor more than ten directors. The number of Directors herein provided for may be increased or decreased within these limits at any regular or special meeting of the Directors.

ARTICLE VIII

The names and street addresses of the first Board of Directors who shall hold office until their successors are elected and have qualified are as follows:

Barbara C. Davis	4006 Alafia Boulevard, Brandon, FL 33511
Joel K. Hill	3110 Little Road, Valrico, FL 33594
Michael B. Hill	5100 Burchette Rd., #2202, Tampa, FL 33647

ARTICLE IX

The name and post office address of the President, Vice-President, Secretary and Treasurer is:

Barbara C. Davis	4006 Alafia Boulevard Brandon, FL 33511	President/ Treasurer
Joel K. Hill	3110 Little Road Valrico, FL 33594	Vice President
Michael B. Hill	5100 Burchette Rd., #2202 Tampa, FL 33647	Secretary

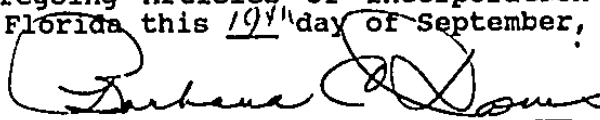
ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, unless all the Directors sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI

The name and address of the incorporator signing these Articles is Barbara C. Davis.

IN WITNESS WHEREOF I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 19th day of September, 1996.

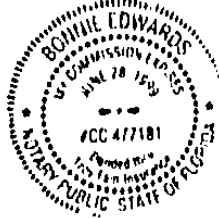


BARBARA C. DAVIS

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County above to take acknowledgements, personally appeared Barbara C. Davis, known to be the person described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above this 19th day of September, 1996.



Bonnie Edwards
NOTARY PUBLIC
State of Florida
BONNIE EDWARDS
My Commission Expires:

DESIGNATION OF RESIDENT AGENT

The initial Resident Agent of this corporation will be Barbara C. Davis, and said Resident Agent's address for service of process will be 4006 Alafia Boulevard, Brandon, FL 33511.

I, Barbara C. Davis, do hereby accept appointment as Resident Agent for Call In, Inc.

Barbara C. Davis
BARBARA C. DAVIS
Resident Agent

Ronald W. Young
RONALD W. YOUNG, ESQUIRE
Attorney at Law
200 West M. L. King Jr. Boulevard
Tampa, Florida 33603
(813) 226-2211

56 OCT 29 11:32
STATE OF FLORIDA
NOTARY PUBLIC