

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-8086

01 2 907
90 2 0191



PRIENTHALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 140301 150188A

AUTHORIZATION : Patricia Pizant

COST LIMIT : \$ 122.50

ORDER DATE : October 31, 1996

ORDER TIME : 3:19 PM

ORDER NO. : 140301-005

CUSTOMER NO: 150188A

800001998578--4

CUSTOMER: Mr. Gene Cassidy
KENNETH J. SCHWARTZ, ESQ

4800 North Federal Highway
Suite 105, Building B
Boca Raton, FL 33431

DOMESTIC FILING

NAME: TALKING COUNTER, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
95 OCT 31 PM 1:19
TALLAHASSEE, FL
STATE

96 OCT 31 PM 4:13
TALLAHASSEE, FL
STATE

KRL
11-1-96

ARTICLES OF INCORPORATION
OF
TALKING COUNTER, INC.

FILED
95 OCT 31 PM 1:19
CLERK OF DISTRICT COURT
FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

TALKING COUNTER, INC.

The address of the principal office of this corporation shall be c/o 4800 North Federal Highway, Suite 105, Building B, Boca Raton, Florida 33431, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Arthur Kaufman	c/o 4800 North Federal Highway
Dir./ Pres.	Suite 105, Building B
	Boca Raton, Florida 33431

ARTICLE VII. INCORPORATOR

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

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of
Corporation Service Company, has hereunto set their hand
and seal of Corporation Service Company, on October 31, 1996.

CORPORATION SERVICE COMPANY

By: *Gail Shelby*
Its Agent, Gail Shelby

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Florida corporation
to transact business in this State, having a business office
identical with the registered office of the corporation named
above, and having been designated as the Registered Agent in the
above and foregoing Articles, is familiar with and accepts the
obligations of the position of Registered Agent under Section
607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: *Gail Shelby*
Its Agent, Gail Shelby

LRD/dwl

FILED
96 OCT 31 PM 1:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA