

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 630  
Tallahassee, FL 32314

SUBJECT: Softalk, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for: 70.00

XX \$78.75                             \$122.50                             \$131.25

From: Guy Scott  
1735 New Hampshire Ave., NE  
St. Petersburg, Florida 33703  
(800)641-9266

600002018776--5  
-12/03/96--01178--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

96 DEC -2 PM 4:06

FILED

*[Handwritten signature]*  
12/4

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, heroby adopt(s) the following Article of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Softalk, Inc.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

Principal place: 1735 New Hampshire Ave., NE  
St. Petersburg, Florida 33703

Mailing Address: 1735 New Hampshire Ave., NE  
St. Petersburg, Florida 33703

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 of Common Shares

ARTICLE IV INCORPORATOR(S)


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

Guy Scott  
1735 New Hampshire Ave., NE  
St. Petersburg, Florida 33703

ARTICLE V OFFICERS OF THE INCORPORATION

President: Guy Scott  
Treasurer: Carol Norbeck  
Director of Marketing: Don Simmons

The undersigned incorporator has executed these Articles of Incorporation this 25<sup>th</sup> day of November, 1996.

  
Signature


CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Softalk, Inc.
2. The name and address of the registered agent and office is:

Guy Scott  
1735 New Hampshire Ave., NE  
St. Petersburg, Florida 33703  
(800)641-9266

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.

  
Signature

11-15-96  
Date

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

86 DEC -2 PM 4:06

FILED

DEBIT MEMORANDUM

000120

TO :  
DEPARTMENT OF STATE

P96000098076

FOR OFFICIAL USE

NUMBER

STATE OF FLORIDA  
OFFICE OF STATE TREASURER  
TALLAHASSEE FLORIDA

FUND	AMOUNT	REASON RETURNED	KEY #	
GENERAL REVENUE	0.00	INSUFFICIENT FUNDS	1	
TRUST	723.75	ACCOUNT CLOSED	2	2
OTHER		UNCOLLECTED FUNDS	3	
TOTAL	723.75	OTHER	4	

CROSS REF	SAMAS CODE	DISTRIBUTION	REASON	AMOUNT
12	45-20-2-130001-45300000-00-000100-00		1	60.00
12	45-20-2-130001-45300000-00-000100-00		1	60.00
12	45-20-2-130001-45300000-00-000100-00		1	61.25
12	45-20-2-130001-45300000-00-000100-00		1	70.00
12	45-20-2-130001-45300000-00-000100-00		1	70.00
12	45-20-2-130001-45300000-00-000100-00		1	78.75
12	45-20-2-130001-45300000-00-000100-00		1	78.75
12	45-20-2-130001-45300000-00-000100-00		1	122.50
12	45-20-2-130001-45300000-00-000100-00		1	122.50

GRAND TOTAL:

\$ 723.75

72136-H

Process Date: 12/12/96

The above named fund(s) has been reduced by the amount of this check(s) under authority of Section 215.34, F.S.

Bill Williams

State Treasurer







FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

January 8, 1997

Softalk, Inc.  
Attn: Guy A. Scott  
1735 New Hampshire Ave., N.E.  
St. Petersburg, FL 33703

SUBJECT: SOFTALK, INC.  
Ref. Number: P96000098076

Debit Memo #: 72136-H

This is to inform you that your check #203 dated November 15, 1996 in the amount of \$78.75 and submitted for SOFTALK, INC. has been returned to us by your bank because of Nonsufficient Funds.

We request that you remit a cashier's check or money order in amount of \$93.75 made payable to the Department of State. This amount will cover the unpaid check and the service fee required by law under section 215.34, Florida Statutes.

When sending the cashier's check or money order, please indicate the debit memo number and that it is a replacement for the returned check mentioned above.

Please note: The documents filed in this office with the returned check will be cancelled unless a replacement check is received within 30 days from the date of this letter. Send the replacement check to:

Division of Corporations  
Attn: Melinda Lilliston  
P.O. Box 6327  
Tallahassee, FL 32314

If you have any questions concerning the returned check, please call  
(904) 487-6900.

Sincerely,  
Melinda Lilliston  
Administrative Assistant I  
Division of Corporations

Letter number: 697A00000847





FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 12, 1997

Softalk, Inc.  
Attn: Guy A. Scott  
1735 New Hampshire Ave., N.E.  
St. Petersburg, FL 33703

SUBJECT: SOFTALK, INC.  
Ref. Number: P96000098076

Debit Memo #: 72136-H

Due to your failure to respond to our previous letter advising you of the returned check #203, the Articles of Incorporation for SOFTALK, INC. have been cancelled and are considered not filed as of February 12, 1997.

The name of your corporation is now available for use.

If you have any questions concerning the returned check, please call (904) 487-6900.

Sincerely  
Melinda Lilliston  
Administrative Assistant I  
Division of Corporations

Letter number: 797A00007495