

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 63
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

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION

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

ARTICLE I NAME

The name of the corporation shall be:

Softalk, Inc.

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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 15th 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

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TALLAHASSEE FLORIDA