

99700004147

Requestor's Name  
 Voice Link Communications, Inc  
 Address  
 P.O. Box 551274  
 Jacksonville FL  
 City/State/Zip  
 Phone #  
 32255-1274

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Tel-Help!, Inc.  
 (Corporation Name) (Document #)
2. \_\_\_\_\_  
 (Corporation Name) (Document #) 400002052874--7  
 -01/09/97--01084--018
3. \_\_\_\_\_  
 (Corporation Name) (Document #) \*\*\*\*122.50 \*\*\*\*122.50
4. \_\_\_\_\_  
 (Corporation Name) (Document #)

- Walk in   
  Pick up time \_\_\_\_\_   
  Certified Copy  
 Mail out   
  Will wait   
  Photocopy   
  Certificate of Status

EFFECTIVE DATE  
 1-15-97

FILED  
 97 JAN - 9 PM 12:30  
 SECRETARY OF STATE  
 TALLAHASSEE FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

*[Handwritten Signature]*  
 1/15

Examiner's Initials

97 JAN - 9 PH 12: 30  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED

ARTICLES OF INCORPORATION  
OF  
TEL-HELP! , INC.

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, effective January 15, 1997.

ARTICLE I

The name of this corporation is TEL-HELP! , INC.

ARTICLE II

The general nature of this business to be transacted by this corporation is telecommunications and consulting/hardware sales, maintenance and warranty, training and related sales and services.

EFFECTIVE DATE  
1-15-97

1. To engage in any activity or business permitted under the laws of the United States and of this State.
2. To the same extent as a natural person might or could do, to purchase or otherwise acquire, and to hold, own, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage or otherwise dispose of and deal in, lands and leaseholds, and any interest, estate, and rights in real property, and any personal or mixed property, and any franchises, rights, licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed.
3. To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise to dispose of, and to invest in and deal in and with, goods, wares, merchandise, real and personal property and services of every class, kind and description, now or hereafter permitted by law.
4. To conduct business in, have one or more offices in and to buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other state and countries.
5. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, transfers of corporate indebtedness as required.
6. To purchase the corporation assets of any other corporation and engage in the same or other character of business.
7. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the share of the capital stock of, and any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all rights, powers and privileges of ownership, including the right to vote such stock.
8. To exercise all the powers now granted to this type of corporation under Florida Law, and all powers subsequently authorized or granted by law to private corporations.
9. The foregoing clauses shall be construed both as objects and powers and is hereby expressly provided that the foregoing enumeration of specific power shall not be held to limit or restrict in any manner the powers of this corporation.

**ARTICLE III**

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 100 shares of \$1.00 par value common stock which may be issued under Section 1244 of the Internal Revenue Code, allowing a limited ordinary loss to individuals on Stock of a Small Business Corporation.

**ARTICLE IV**

This corporation is to exist perpetually. The corporate existence is to commence upon filing with the Secretary of State.

**ARTICLE V**

The amount of capital with which this corporation will begin business is One Hundred Dollars and no/100 ~~(\$100.00)~~. Stock ownership is to be as follows:

Richard Slinin 45 %  
Kris A. Ervin 45 %  
Michael Busson 10%

**ARTICLE VI**

The initial address of the principal and registered office of this corporation in the State of Florida is 445-26 State Road 13 N, Suite 368, Jacksonville, FL 32259.

The initial registered agent of this corporation is Meredith Allen Hernandez.

The Board of Directors may from time to time move the principal office to any other address in Florida.

**ARTICLE VII**

This corporation shall have 2 director(s) initially. The number of directors may be increased from time to time by By-Laws adopted by the Stockholders. The number may also decrease to one (1). The officers shall consist of :

Richard Slinin - President  
Kris A. Ervin - Vice President  
Michael Busson - Vice President  
Meredith Allen Hernandez - Secretary/Treasurer

**ARTICLE VIII**

The names and addresses of the members of the first Board of Directors are:

Richard Slinin  
c/o 445-26 State Road 13 N  
Suite 368  
Jacksonville, FL 32259

Michael Busson  
445 - 26 State Road 13 N  
Suite 368  
Jacksonville, FL 32259

Kris A. Ervin  
c/o 445-26 State Road 13 N  
Suite 368  
Jacksonville, FL 32259

Meredith Allen Hernandez  
445 - 26 State Road 13 N  
Suite 368  
Jacksonville, FL 32259

ARTICLE IX

The corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers, or who at the request of the Board of Directors of the corporation, may serve at any time, have served as directors and officers of another corporation in which the corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, personal representatives, successors, and assigns, against any and all expenses, including amounts paid upon judgements, counsel fees, and amounts paid in settlement of any claim, action, suit, or proceeding in which they, or any of them, are made parties or a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers or as a director or officer of the corporation or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, By-Law, agreement, vote of Stockholder, or otherwise.

ARTICLE X

The name and post office address of the subscriber to these Article of Incorporation is:

Suite 368  
445-26 State Road 13 N  
Jacksonville, FL 32259

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the holder or holders of a majority of stock entitled to vote thereon.

THESE ARTICLES OF INCORPORATION ARE SUBSCRIBED TO ON January 6, 1997  
A.D. BY:

Richard D. Herin - PRESIDENT  
John R. Gammis V.P.

STATE OF FLORIDA  
COUNTY OF DUVAL

I hereby certify that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared Richard Slavin and Kris Ervin to me well known and known to me to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation.

WITNESS my hand and seal in the County and State named above, this 6<sup>th</sup> day of January, 1997.

Sue J. Wakeman  
Notary Public, State of Florida at Large

My Commission expires:



SUE J. WAKEMAN  
MY COMMISSION # CC 548345 EXPIRES  
June 4, 2000  
Bonded Thru Public Holding Hall of Florida, Inc

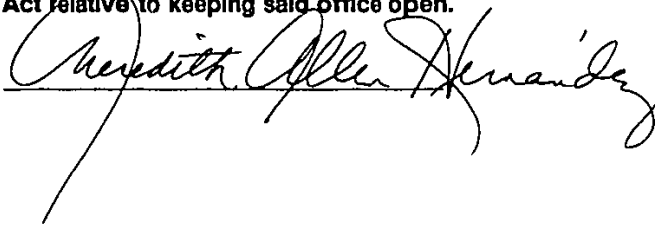
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act: **TEL-HELP! , INC.**

desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 445-26 State Road 13N, Suite 368, State of Florida, has named Meredith Allen Hernandez , c/o 445-26 State Road 13N, Suite 368, City of Jacksonville, County of Duval, State of Florida, as its registered agent to accept service of process.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above state corporation, at the place designated in this certificate, I hereby accept such designation and agree to act in this capacity, and further agree to comply with the provision of said Act relative to keeping said office open.



97 JAN -9 PH 12:30  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED