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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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ACCT#: 072450003255

FAX #: (305)541-3770

NAME: TELEMAT CORPORATION

AUDIT NUMBER.....H97000004195

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 12, 1997

EMPIRE

SUBJECT: TELEX, INC.
REF: W97000005792

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CONFLICTS WITH TELEX, INC., 506308, FILED 06/30/76, MIAMI, FL

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

TELEMAX SERVICES AND TECHNOLOGIES, INC.

ARTICLE I - NAME

The name of the corporation is TELEMAX SERVICES AND TECHNOLOGIES, INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>NUMBER OF SHARES</u> <u>AUTHORIZED</u>	<u>PAR VALUE</u> <u>PER SHARE</u>	<u>CLASS OF</u> <u>STOCK</u>
500	\$1.00	Common

ARTICLE IV - PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

PREPARED BY: CARL A. SCHMITT, ESQ.; Fla. Bar No. 171340; 1666 Kennedy Causeway, Suite 705, North Bay Village, FL 33141; Phone: (305) 868-4711

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ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 9133 TAFT STREET, SUITE 106, PEMBROKE PINES, FLORIDA 33024, and the name of the initial registered agent of this corporation is SEAN BARRETT whose address is 11530 SW 10 STREET, PEMBROKE PINES, FLORIDA 33025.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one Director initially. The number of Directors may be either increased or diminished from time to time by the By-laws, but shall never be less than one. The name and address of the initial Director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
MARIE PINNA	3253 FOXCROFT ROAD MIRAMAR, FLORIDA 33025

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
MARIE PINNA	3253 FOXCROFT ROAD MIRAMAR, FLORIDA 33025

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors of the Shareholders.

PREPARED BY: CARL A. SCHMITT, ESQ.; Fla. Bar No. 171340; 1666 Kennedy Causeway, Suite 705, North Bay Village, FL 33141; Phone: (305) 868-4711

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ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director to the fullest extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend, or repeal, any provisions contained in these Articles of Incorporation, or any Amendment thereto, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Subscriber has executed these Articles of Incorporation this 13th day of March, 1997.


SUBSCRIBER, MARIA PINNA

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

FILED
MAR 13 PM 3:08
CLERK OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following submitted, in compliance with said Act:

That ~~TRIEMAX SERVICES~~ AND ~~TECHNOLOGIES, INC.~~ desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of PEMBROKE PINES, County of BROWARD, State of Florida, has named SEAN BARRETT located 11530 SW 10 STREET, PEMBROKE PINES, FLORIDA 33025, City of PEMBROKE PINES, County of BROWARD, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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

By: Sean Barrett
SEAN BARRETT

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