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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 073171003004

CONTACT: JOHNNY C RODRIQUEZ PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: FIRST TELESERVICES CORP.

AUDIT NUMBER..... 197000005139

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

CERT. OF STATUS..1

PAGES..... 4

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ARTICLES OF INCORPORATION

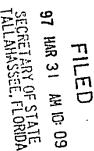
Article I. Name

The name of this Florida corporation is: First TeleServices Corp.



Article II. Address

The mailing address of the Corporation is: First TeleServices Corp.
910 Summerchase Drive
Duluth GA 30136



Article III. Registered Agent

The name and address of the registered agent of the Corporation is: Gary Walk 500 South Australian Avenue, 10th Floor West Palm Beach FL 33401

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Larry Fortman

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Larry Fortman 910 Summerchase Drive Duluth GA 30136 770-232-5080

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Article V. Capital Stock

The Corporation shall have the authority to issue 10,000 shares of common stock, par value \$.01 per share.

Article VI. Incomporator

The name and address of the incorporator is: Larry Fortman 910 Summerchase Drive Duluth GA 30136

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective March 27, 1997

The undersigned incorporator executed these Articles of Incorporation on March 27, 1997

Later Fortman

Lany Fortmen 910 Summerchase Drive Dulpth GA 3013B 770-232-5080

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CERTIFICATE OF DESIGNATION REGISTERED AGENT/OFFICE

CORPORATION:

First TeleServices Corp.

REGISTERED AGENT/OFFICE:

Gary Walk 500 South Australian Avenue, 10th Floor West Palm Beach FL 33401



I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

GARY WALK

by B.R. Fons as attorney-in-fact

Date: 3/31/97

Larry Fortman 910 Summerchase Drive Duluth GA 30136 770-232-5080

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