

797000029096

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-0070

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1 800 342 0062

FAX (904) 222-4222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RECEIVED
97 APR - 1 AM 8:47
DIVISION OF CORPORATION

K.R. APR - 1 1997

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	4-1-97		
TIME	8:30		
BY	DK		

WALK-IN
Will Pick Up _____

RE: Tele-sales/Registration
Consultants, Inc.

C.C. FEE. DISCOUNT

☒ Capital Express™
☒ Art. of Inc. File
☐ Corp. Record Search
☐ Ltd. Partnership File
☐ Foreign Corp. File
☒ 1 Diff. Copy(s) photo

☐ Art. of Amend. File
☐ Dissolution/Withdrawal
☐ C U S
☐ Fictitious Name File

☐ Name Reservation
☐ Annual Report/Information
☐ Reg. Agent Service
☐ Document Filing

☐ Corporate Kit
☐ Vehicle Search
☐ Driving Record
☐ Document Retrieval

☐ UCC 1 or 3 File
☐ UCC 11 Search
☐ UCC 11 Retrieval
☐ File No.'s _____ Copies
☐ Counter Service
☐ Shipping/Handling
☐ Phone ()
☐ Top Priority
☐ Express Mail Prep.
☐ FAX () bgs.

FILED
97 APR - 1 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FL 32304

SUBTOTALS _____

FEE.....	\$
DISCOUNT.....	\$
SUBTOTAL.....	\$
TAX on corporate supplies.....	\$
TOTAL DUE.....	\$

Please send invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 10% per Annum

THANK YOU
from
Your Capital Connection

**ARTICLES OF INCORPORATION
OF
TELE-SALES/REGISTRATION CONSULTANTS, INC.**

FILED
97 APR -1 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation under the Florida General Corporations Act, adopts the following articles of incorporation for such corporation.

ARTICLE I - NAME: The name of the corporation is **TELE-SALES/REGISTRATION CONSULTANTS, INC.**

ARTICLE II - PURPOSE: This corporation is organized for the purpose of providing foreign registration services to telemarketing businesses and for conducting all business or activities legally permitted under the laws of the United States and the State of Florida.

ARTICLE III - DURATION: The period of the duration of the corporation is to be perpetual

ARTICLE IV - CAPITAL STOCK: This corporation is authorized to issue one hundred (100) shares of common stock of no par value.

ARTICLE V - INITIAL REGISTERED OFFICE: The street address of the initial registered office of this corporation is 12 South Orlando Avenue, Kissimmee, Florida 34741, and the name of the initial registered agent of this corporation at said address is R. WM. LYNG.

ARTICLE VI - SHAREHOLDER MANAGEMENT: This corporation shall not have a Board of Directors, but shall be managed directly by or under the direction of the shareholders.

ARTICLE VII - OFFICERS: The business of the corporation is to be conducted by a President and Secretary, and the Stockholders and such other officers, agents, or committees as the Stockholders may create, adopt, select and appoint. No

officer shall be required to be a stockholder except the President as a condition precedent to the right to hold office.

ARTICLE VIII - INCORPORATORS: The names and addresses of the
Incorporators are:

R. Wm. Lyng
2909 Clay Street
Kissimmee, Florida 34741

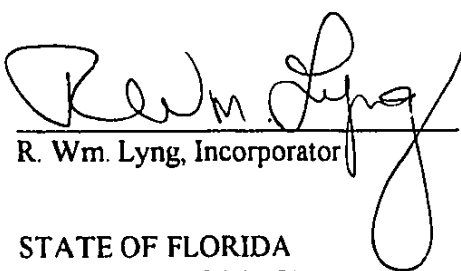
G. B. Eubanks
120 S. Bass Road
Kissimmee, Florida 34746

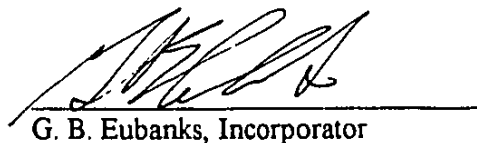
ARTICLE IX - RESTRICTIONS ON TRANSFER OF SHARES: In the event and Shareholder should receive a bona fide offer to purchase any shares, or otherwise transfer any shares, and should any Shareholder desire to sell such share or shares, or be compelled to do so, or should a transfer result or be required for any reason, then the other shareholders shall hold and enjoy the first right and privilege to purchase said shares for the price and on the terms of said bona fide offer or other price as may be fixed in the by-laws of **TELE-SALES/REGISTRATION CONSULTANTS, INC.** The selling Shareholder or person responsible for the transfer, shall notify all other Shareholders and the Secretary of the Corporation by registered mail, in writing, of said offer and all other Shareholders shall have a period of 15 days from receipt thereof within which to notify the Secretary of the Corporation in writing of their desire to purchase said shares for said price and on said terms. Should all other Shareholders fail to do so, the selling or recipient Shareholders shall have the right to accept such other offer or shares. In the event any Shareholders do elect to purchase said share or shares, the Secretary of the Corporation shall allow electing Shareholders to purchase same and shall transfer the records and certificates of shares only to the electing Shareholders in proportion to their number of shares previously held. The transfer value of any shares which are subject of an involuntary transfer, whether from death, incapacity, divorce, bankruptcy, or any other cause, shall be as established in the by-laws of the corporation.

ARTICLE X - UNISSUED SHARES: In the event the Corporation should, except as provided in Article IX above, transfer or sell any unissued shares, the Corporation shall give to all Shareholders the first right and privilege to purchase said shares for the price and on the terms of sale to any other party. The Secretary of the Corporation shall notify all Shareholders in writing of said offer and Shareholders shall have a period of 15 days from receipt thereof within which to notify the Secretary of the Corporation in writing of their desire to purchase said shares for said price and on said terms. Should all Shareholders fail to do so, the Corporation shall have the right to sell the shares to be issued. In the event Shareholders do elect to purchase said shares, they may purchase same in proportion to the number of shares they already hold. Such proportional sale shall be conducted by the Secretary of the Corporation in the manner set forth for sale of shares or transfers by a Shareholder as set forth in Article IX preceding.

ARTICLE XI - AMENDMENTS: These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Stockholders by a majority entitled to vote thereon at one (1) vote per share.

IN WITNESS WHEREOF, the undersigned incorporators have subscribed to these Articles of Incorporation this 14 day of March, 1997.


R. Wm. Lyng, Incorporator


G. B. Eubanks, Incorporator

STATE OF FLORIDA
COUNTY OF OSCEOLA

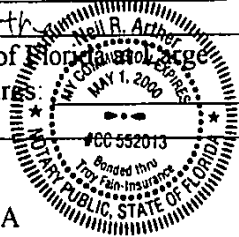
BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared R. Wm. Lyng, known to me to be the person who executed the foregoing Articles of Incorporation, or who has submitted

N/A as identification; and he acknowledged before me that he executed those Articles of Incorporation, and did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 14th day of March, 1997.

Neil R. Arthur

Print: Neil R. Arthur
Notary Public, State of Florida
My Commission Expires: MAY 1, 2000
My Commission No. CC 552013



STATE OF FLORIDA
COUNTY OF OSCEOLA

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared G. B. Eubanks, known to me to be the person who executed the foregoing Articles of Incorporation, or who has submitted N/A as identification; and he acknowledged before me that he executed those Articles of Incorporation, and did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 14 day of March, 1997.

Dora Frances Lyng

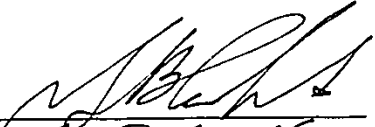
Print: Dora Frances Lyng
Notary Public, State of Florida at Large
My Commission Expires:
My Commission No.



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

**IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:**

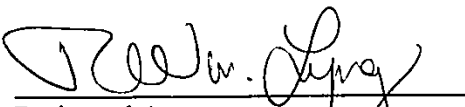
TELE-SALES/REGISTRATION CONSULTANTS, INC., desiring to organize or
qualify under the laws of the State of Florida, with its principal place of business at 12
South Orlando Avenue, Kissimmee, Florida 34741, has named R. Wm. Lyng at 12 South
Orlando Avenue, Kissimmee, Florida 34741, as its agent to accept service of process
within Florida.

Signature: 

Print: G. B. FUBAIRS

Date: 3-14-97

Having been named to accept service of process for the above-stated corporation, at the
place designated in this certificate, I hereby agree to act in this capacity, and I further
agree to comply with the provisions of all statutes relative to the proper and complete
performance of my duties.



Registered Agent

Printed Name: R. Wm. Lyng

Date: March 14, 1997

FILED
97 APR -1 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA