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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 APR 24 AM 10:28

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OF COUNSEL  
JACK M. COE

VIA FEDERAL EXPRESS

April 23, 1997

Secretary of State  
Division of Corporations  
George Firestone Building  
409 East Gaines Street  
Tallahassee, FL 32399

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-04/24/97--01062--002  
\*\*\*\*122.50 \*\*\*\*122.50

Re: National Call Center Associates, Inc.

Dear Secretary of State:

Enclosed, please find the Articles of Incorporation for the above-named corporation together with our check in the amount of \$122.50 as your filing fee. Please return a filed stamped copy of the Articles in the enclosed federal express envelope. Thank you for your speedy cooperation with this matter.

Sincerely,

*Fredric M. Garvett (SG)* Signed for Mr. Garvett in his absence  
to prevent delay in mailing.

Fredric M. Garvett

FMG/sb

Enclosures

D. BROWN APR 25 1997.

**ARTICLES OF INCORPORATION  
OF  
NATIONAL CALL CENTER ASSOCIATES, INC.**

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The undersigned subscriber of these Articles of Incorporation, a natural person competent to contract, hereby applies to form a corporation under the laws of the State of Florida.

FIRST: The name of the corporation is National Call Center Associates, Inc.

SECOND: The corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

THIRD: The maximum number of shares of stock which this corporation is authorized to have at any time shall be 500 shares, having a ONE DOLLAR (\$1.00) par value each.

All of the aforementioned stock is to be issued as fully paid for and is exempt from assessment.

The capital stock may be paid for in property, labor, or services at a just valuation, to be fixed by the incorporator, or by the board of directors at a meeting called for such purposes, or at the organizational meeting.

Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, to be fixed by the directors of the company. Stock in other corporations or going businesses may be purchased by the corporation in return for the issuance of the capital stock, and said purchase shall be on

such basis and for consideration and the issuance of so much of the capital stock as the directors of the company may decide.

FOURTH: The amount of capital with which the corporation may begin business will not be less than FIVE HUNDRED DOLLARS (\$500.00).

FIFTH: The corporation is to have perpetual existence.

SIXTH: The address of the corporation's initial registered office, and the name of the initial registered agent at such address is as follows:

Fredric M. Garvett, Esq.  
Silver & Garvett, P.A.  
One Grove Villa  
3350 S.W. 27 Avenue  
Coconut Grove, FL 33133

SEVENTH: The number of directors constituting the initial board of directors is five (5).

EIGHTH: The name and post office address of the first board of directors, who, subject to the provisions of these Articles of Incorporation and of the corporation's existence, or until their successors are elected and shall have qualified, is the following:

President: Alexander Borroto  
9960 N.W. 116 Way  
Suite 10  
Miami, FL 33178

Vice President: Marty I. Halpern  
9960 N.W. 116 Way  
Suite 10  
Miami, FL 33178

Secretary/Treasurer: Myriam Cambronne  
9960 N.W. 116 Way  
Suite 10  
Miami, FL 33178

Director: Annette Martinez  
9960 N.W. 116 Way  
Suite 10  
Miami, FL 33178

Director: Maritza Herrera  
9960 N.W. 116 Way  
Suite 10  
Miami, FL 33178

NINTH: The name and the post office address of the incorporator is:

Fredric M. Garvett, Esq.  
Silver & Garvett, P.A.  
One Grove Villa  
3350 S.W. 27 Avenue  
Coconut Grove, FL 33133

TENTH: The name and post office address of the principal corporate officer which is also the corporation's principal office and mailing address is:

Alexander Borroto  
9960 N.W. 116 Way  
Suite 10  
Miami, FL 33178

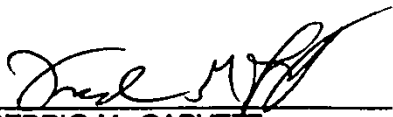
ELEVENTH: In furtherance and not in limitation of the power conferred by the laws of the State of Florida, the board of directors is hereby especially authorized:

- a. To make and alter the by-laws at pleasure.
- b. To fix the amount to be reserved as working capital and to authorize and cause to be executed mortgages and lien by the property and franchises of this corporation.

TWELFTH: Cumulative voting may be permitted by the terms of the by-laws:

IN WITNESS WHEREOF, the party hereto has set his hand and seal this

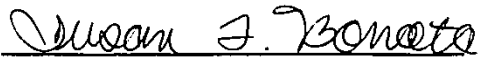
23<sup>rd</sup> day of April, 1997.

  
FREDRIC M. GARVETT,  
Incorporator

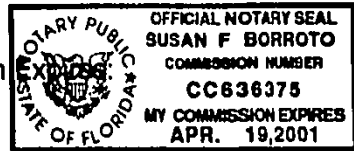
STATE OF FLORIDA) ) SS:  
COUNTY OF DADE )

BE IT REMEMBERED, that on this day personally appeared, before me, FREDRIC M. GARVETT, party to the foregoing Articles of Incorporation to be the act and deed of the signers, and that the facts therein states are truly set forth.

SWORN TO AND SUBSCRIBED before me this 23<sup>rd</sup> day of April, 1997 by FREDRIC M. GARVETT, who is personally known to me.

  
SUSAN F. BORROTO Notary Public  
State of Florida

My Commission



I HEREBY am familiar with and accept the duties and responsibilities as registered agent for said corporation.

  
FREDRIC M. GARVETT, Registered  
Agent for NATIONAL CALL  
CENTER ASSOCIATES, INC.

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