

P97000052005



ACCOUNT NO. : 072100000032

REFERENCE : 425729 170487A

AUTHORIZATION : Patricia Pizub

COST LIMIT : \$ 122.50

ORDER DATE : June 12, 1997

ORDER TIME : 9:24 AM

ORDER NO. : 425729-005

CUSTOMER NO: 170487A

900002210209--0

CUSTOMER: Richard Rossi, Esq  
ROSSI & ASSOCIATES ATTORNEY PA

Penthouse 3  
1700 E. Las Olas Blvd.  
Fort Lauderdale, FL 33301

DOMESTIC FILING

NAME: RENT-A-PHONE INTERNATIONAL,  
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tonya C. Holliday

EXAMINER'S INITIALS:

RECEIVED  
97 JUN 12 11:23  
TALLAHASSEE, FLORIDA

RECEIVED  
97 JUN 12 AM 10:39  
DIVISION OF CORPORATION

4

8N JUN 12 1997

**ARTICLES OF INCORPORATION**  
**OF**  
**RENT-A-PHONE INTERNATIONAL, INC.**

**FILED**  
97 JUN 12 AM 11:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

The name of the Corporation is, Rent-A-Phone International, Inc.,  
A Florida Corporation.

**ARTICLE II**

The Corporation is organized for the purpose of transacting any and  
all business for which corporations may be formed under Chapter 607  
of the Florida Statutes, as amended from time to time.

**ARTICLE III**

The Corporation is authorized to issue 5,000,000 shares of common  
stock par value \$.0001 per share.

**ARTICLE IV**

The address of the initial registered office of the Corporation is  
1700 East Las Olas Blvd., Penthouse III, Ft. Lauderdale, Florida,  
33301, and the name of the initial registered agent of the  
Corporation at such address is Ronald W. Schmid.

**ARTICLE V**

The initial mailing address for the Corporation is, 1700 East Las  
Olas Blvd., Penthouse III, Ft. Lauderdale, Florida, 33301.

**ARTICLE VI**

The Corporation shall have 1 director(s) initially and the number  
of director(s) may be increased or decreased from time to time as  
provided by the By-laws but shall never be less than one (1). The  
name(s) and address(es) of the initial Director(s) is/are as  
follows:

Ronald W. Schmid  
1700 East Las Olas Blvd., Penthouse III  
Ft. Lauderdale, Florida, 33301

#### ARTICLE VII

To the fullest extent permitted by the Florida Business Corporation Act, the Corporation shall indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation, provided that such person is or was at the time a director of the Corporation; or (iv) is or was serving at the request of the Corporation as an officer of another corporation, provided that such person is or was at the time a director of the Corporation or a director of such other corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida Business Corporation Act, and except as otherwise provided in the previous sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that such person is or was an officer, employee or agent of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of this paragraph may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

#### ARTICLE VIII

The name(s) and address(es) of the incorporator(s) of this Corporation is/are Ronald W. Schmid, 1700 East Las Olas Blvd., Penthouse III, Ft. Lauderdale, Florida, 33301.

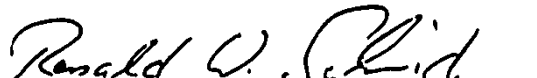
#### ARTICLE IX

The Board of Directors and Shareholders may amend, repeal or adopt any By-law of and for the Corporation, but the Shareholders may prescribe that any By-law so amended, repealed or adopted by the Shareholders shall not be amended, repealed or adopted by the Board of Directors.

#### ARTICLE XII

The duration of the Corporation is perpetual.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 10th day of June, 1997.

  
Ronald W. Schmid

**ACCEPTANCE OF APPOINTMENT**

**OF**

**REGISTERED AGENT**

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Statutes, as amended.

  
\_\_\_\_\_  
Ronald W. Schmid

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97 JUN 12 AM 11:23  
TALLAHASSEE, FLORIDA