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97 JUL -7 PM 1:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JOHN H. THOMAS
Board Certified Admiralty
and Maritime Lawyer

1 July 1997

Florida Department of State
Division of Corporations
Attn: New Corporations
P.O. Box 6327
Tallahassee, FL 32314

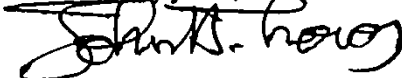
Re: Responsive Outsource, Inc .
Our File No. 1550T

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-07/07/97--01137--003
*****70.00 *****70.00

Gentlemen and Ladies:

Please file a new corporation for the referenced company, articles of incorporation enclosed.
Also enclosed is our check for \$70. (no certified copy required).
Thank you.

Very truly yours,



John H. Thomas,
for the firm

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PH
7/8/97

ARTICLES OF INCORPORATION

OF

RESPONSIVE OUTSOURCE, INC.

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97 JUL -7 PM 1:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida providing for the formation, rights, privileges, immunities and liabilities of corporations.

ARTICLE I - NAME

The corporation formed hereby shall use the name:

RESPONSIVE OUTSOURCE, INC .

ARTICLE II - COMMENCEMENT AND DURATION

The corporation shall commence upon the filing of these Articles of Incorporation and shall continue perpetually unless dissolved or liquidated according to the by-laws of the corporation.

ARTICLE III - PURPOSE

The corporation shall perform telemarketing sales, services and activities. The corporation may also engage in any other activity permitted under the laws of the State of Florida and under whatever jurisdiction where the activity is performed.

ARTICLE IV - STOCK

Total number of shares of capital stock authorized to be issued by the corporation shall be 1000 (One Thousand) shares having a par value of \$10.00 (Ten Dollars) per share. Shares shall be of one class only, with shareholders entitled to one vote for each share held at the time of any meeting of the shareholders. Restrictions on sale of shares may be stated in the corporation by laws.

The capital stock may be paid for by property, labor or services, at a just valuation to be fixed by the incorporators, or by the directors at a meeting called for such purpose or at the organizational meeting. The corporation and the officers are to be considered as eligible for the conditions under section 1244 of the internal revenue code.

ARTICLE V - PREEMPTIVE RIGHTS

The shareholders of the corporation shall have the preemptive right to subscribe for purchase of their proportionate share of any additional stock issued by the corporation from and after issuance of the shares originally subscribed for by the shareholders of this corporation, whether such additional shares be issued for cash, property, services or other considerations, and whether or not such shares be presently authorized or be authorized by subsequent amendment to these Articles of Incorporation. Preemptive rights as to the transfer of shares by shareholders may be stated in the by-laws of the corporation.

ARTICLE VI - PRINCIPAL OFFICE, REGISTERED OFFICE

The initial principal office and registered office of the corporation shall be at:

3145 Virginia Street
Miami, FL 33133

3

ARTICLE VII - BOARD OF DIRECTORS

The initial board of directors shall consist of one person:

Paul A. Cifaldi
3145 Virginia Street
Miami, FL 33133

ARTICLE VIII - INCORPORATORS

The initial incorporator of the corporation shall consist of one person:

Paul A. Cifaldi
3145 Virginia Street
Miami, FL 33133

These Articles of Incorporation are hereby executed by the undersigned incorporator on this

30 day of June, 1997.


PAUL A. CIFALDI

4

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STATE OF South Carolina)
COUNTY OF Beaufort)

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BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared PAUL A. CIFALDI, sworn on oath and identified to me by a driver's license, and who acknowledged before me that the foregoing Articles of Incorporation were duly signed and executed for the purposes therein stated.

I have hereunto set my hand and affix my official seal in Beaufort County, South Carolina, on this 30th day of June, 1997.

Sally S. Barrett
Notary Public, State of South Carolina

MY COMMISSION
EXPIRES 10-8-2001

Print Name: Sally S. Barrett

**DESIGNATION AND ACCEPTANCE OF
REGISTERED OFFICE AND REGISTERED AGENT**

RESPONSIVE OUTSOURCE, INC, being incorporated as a Florida corporation, does hereby designate the following registered agent and registered office, who does accept such designation under the laws of the State of Florida.

The Registered Agent and Registered Office shall be:

Paul A. Cifaldi
3145 Virginia Street
Miami, FL 33133

Signed at (City) Hilton Head, Beaufort SC County, (State)

_____ on this 30 day of June, 1997.

Paul A. Cifaldi
PAUL A. CIFALDI