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September 12, 1997

Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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-09/15/97--01078--009
****131.25 ****131.25

Re: Articles of Incorporation,
PHONE PERFORMANCE, INC.

Gentlemen:

Enclosed please find the original Articles of Incorporation of PHONE PERFORMANCE, INC., together with one (1) copy for filing. Also enclosed is my check no. 1397, in the amount of \$131.25, to cover the required filing fee, registered agent fee (see Article VI of Articles, for acceptance of appointment), a certificate of filing, and one (1) certified copy of said Articles of Incorporation.

After filing of said Articles of Incorporation, please forward confirmation and above-noted certificate, and certified copy to the undersigned.

Thank you for your assistance in this matter.

Very truly yours,


WARREN C. Warburton, ESQ.

SEP 16



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 SEP 15 PM 2:21

FILED

ARTICLES OF INCORPORATION
OF
PHONE PERFORMANCE, INC.

FILED
97 SEP 15 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make, subscribe, acknowledge, and file these articles for the purpose of becoming a Corporation under the Laws of the State of Florida.

ARTICLE I

The name of the Corporation is: PHONE PERFORMANCE, INC.

ARTICLE II

The Corporation shall have perpetual existence.

ARTICLE III

The Corporation is organized for the general purposes of transacting any and all lawful business for which Corporations may be incorporated under the Florida General Corporations Act, and as more specifically provided for in the By-Laws of this Corporation.

ARTICLE IV

The Corporation is authorized to issue a maximum number of TEN THOUSAND (10,000) shares with par value of one tenth of one cent (\$0.001) per share, all of which shall be common stock.

The Shareholders of the Corporation entitled to vote may enter into written agreements subjecting the disposition or transfer of any

or all common stock of the Corporation to reasonable restraint by sale, assignment, pledge, will, intervivous gift, or any other method of transfer or encumbrance of common stock.

In the event that the holders of common stock of the Corporation enter into an agreement wherein they impose reasonable restraints upon the transferability of the common stock of the Corporation, such stock shall not be eligible for transfer on the books of the Corporation unless and until all of the terms and conditions of such agreement are meet.

Transfers of any class of stock of the Corporation shall only be transferable upon the books of the Corporation.

ARTICLE V

The Corporation shall grant to the Shareholders of record at the time of issuance of any additional stock full preemptive rights in the issuance of all new stock and full preemptive rights in all authorized but unissued stock, in that such stock shall be first offered to such registered Shareholders for sale at the price at which it is offered to others, which price, in the case of par value shares, may be in excess of par, before there shall be an offer to sell said stock to persons other than said Shareholders. The terms and other details of such offer including the time of its acceptance and the manner of payment shall be determined by the Board of Directors.

ARTICLE VI

The street address of the initial registered principal office of the Corporation is: 4760 E. Michigan Street, #6, Orlando, Florida, 32812. The mailing address of the registered principal office of the

Corporation is: 4760 E. Michigan Street, #6, Orlando, Florida 32812, and the name and address of the initial registered agent of this Corporation is: Margaret S. McDonald, 4760 E. Michigan Street, #6, Orlando, Florida 32812, whose telephone number is: 407-380-9637, who, by execution hereof, accepts her appointment.

ARTICLE VII

The Corporation shall initially have one (1) director, but the By-Laws may provide for such increases or decreases in number thereof as is authorized by the Laws of the State of Florida.

The board of directors of the Corporation is authorized to fix the salaries of the corporate officers and directors regardless of whether or not such directors, when fixing such salaries, are fixing their own compensation for services rendered by them to the Corporation, in whatever capacity.

The name and address of the initial Director is as follows:

NAME

ADDRESS

Margaret S. McDonald

4760 E. Michigan Street, #6
Orlando, Florida 32812

ARTICLE VIII

The Corporation shall have two (2) officers, a president and a secretary/treasurer, and the By-Laws may provide for such additional officers as needed and authorized by the Laws of the State of Florida, and said officers may be members of the Board of Directors.

ARTICLE IX

The name and address of the incorporator of these Articles of

Incorporation is as follows:

NAME

ADDRESS

Margaret S. McDonald

4760 E. Michigan Street, #6
Orlando, Florida 32812

ARTICLE X

The power to adopt, alter, amend or repeal said By-Laws shall be vested in the Board of Directors and Shareholders.

ARTICLE XI

If or when membership on the Board of Directors is greater than two(2), said Board of Directors may designate two (2) or more of their number to constitute an Executive Committee, which committee shall have, and may exercise, the powers of the Board of Directors in the management of the affairs and property of the Corporation in the exercise of its corporate powers, and if such committee shall consist of more than two (2) persons, a majority thereof shall be sufficient to exercise all its power.

ARTICLE XII

These Articles of Incorporation may be amended in the manner provided by the Laws of the State of Florida. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at the Shareholders meeting by a majority of the Shareholders entitled to vote thereon, unless all the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XIII

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

DATED this the 12TH day of September, A.D., 1997.

WITNESSES:

[Signature]

[Signature]

[Signature]

[Signature]

[Signature]
MARGARET S. McDONALD
(Incorporator)

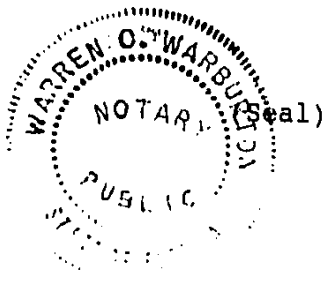
[Signature]
MARGARET S. McDONALD
(Registered agent)

STATE OF FLORIDA

COUNTY OF ORANGE

Before me, the undersigned authority duly authorized to administer oaths and take acknowledgments in the State of Florida, personally appeared MARGARET S. McDONALD, to me personally known, who executed the foregoing Articles of Incorporation, who did take an oath and they acknowledged before me that they subscribed those Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid this the 12TH day of September, A.D., 1997.



[Signature]
NOTARY PUBLIC
My Commission Expires:

