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LAW OFFICES OF  
**RICHARD C. BAGDASARIAN**  
PROFESSIONAL ASSOCIATION

RICHARD C. BAGDASARIAN  
Board Certified  
Civil Trial Lawyer

CERTIFIED MEDIATOR

Comerica Bank Building, Suite 302  
1800 Corporate Boulevard, N.W.  
Boca Raton, Florida 33431

Telephone (561) 998-7808  
FAX (561) 241-3226

September 18, 1997

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

Re: Telephoneus, Inc.

800002305798--9  
-09/29/97--01073--001  
\*\*\*\*122.50 \*\*\*\*122.50

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced corporation, for filing by the Department of State in accordance with the Florida General Corporation Act.

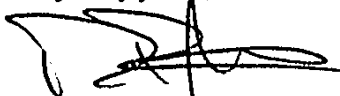
You will also find enclosed a check payable to the Department of State in the amount of \$122.50 to cover the following:

Filing Fee for Articles	\$ 35.00
Certified Copy Fee	\$ 52.50
Registered Agent Fee	<u>\$ 35.00</u>
Total	<u>\$122.50</u>

The certified copy of the Articles should be mailed to the undersigned at the above address.

Thank you for your cooperation in this matter.

Very truly yours,



RICHARD C. BAGDASARIAN

RCB/mca

Encs.

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FILED  
TALLAHASSEE  
DIVISION OF CORPORATIONS

RP  
9-30-97

**ARTICLES OF INCORPORATION**

**OF**

**TELEPHONEUS, INC.**

**ARTICLE I. NAME**

The name of the corporation shall be:

**TELEPHONEUS, INC.**

The principal place of business of this corporation shall be:

**16575 County Road, 132, Live Oak, Florida 32060**

**ARTICLE II. NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares at .10 cents par value per share.

**ARTICLE IV. ADDRESS**

The street address of the initial registered office of the Corporation shall be 1800 Corporate Blvd., N.W., Suite 302, Boca Raton, Florida 33431, the name of the initial registered agent of the Corporation at that address is Richard C. Bagdasarian, Esquire.

**ARTICLE V. TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VI. DIRECTORS**

This corporation shall have four (4) Director(s) initially. The number of Directors can be changed from time to time in accordance with the By-Laws. The name and street address of the initial members of the Board of Directors are:

**Armen Hamalian**  
**16575 County Road, 132**  
**Live Oak, Florida 32060**

**Rebecca H. Hamalian**  
**16575 County Road, 132**  
**Live Oak, Florida 32060**

**John W. Faul**  
**Route 10, Box 412**  
**Lake City, Florida 32055**

**Karen Faul**  
**Route 10, Box 412**  
**Lake City, Florida 32055**

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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### **ARTICLE VII. OFFICERS**

The name and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successor(s) are elected or appointed are:

**Armen Hamalian - President**  
**16575 County Road, 132**  
**Live Oak, Florida 32060**

**John W. Faul, Vice-President**  
**Route 10, Box 412**  
**Lake City, Florida 32055**

**Rebecca H. Hamalian - Secretary**  
**16575 County Road, 132**  
**Live Oak, Florida 32060**

**Karen Faul, Treasurer**  
**Route 10, Box 412**  
**Lake City, Florida 32055**

### **ARTICLE VIII**

The name and street address of the person signing these Articles of Incorporation is:

**Richard C. Bagdasarian, Esquire**  
**1800 Corporate Blvd., N.W., Suite 302**  
**Boca Raton, Florida 33431**

### **ARTICLE IX. AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

Sept. IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 18 day of Sept., 1997.



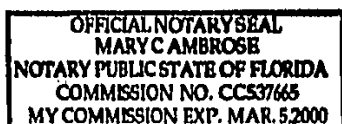
RICHARD C. BAGDASARIAN

STATE OF FLORIDA       )  
  )ss  
COUNTY OF PALM BEACH )

The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of Sept., 1997, by Richard C. Bagdasarian, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did/did not take an oath.

Mary C. Ambrose  
NOTARY PUBLIC, State of Florida


My Commission Expires:



**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for TELEPHONEUS, INC., at the place designated in the Articles of Incorporation, Richard C. Bagdasarian, Esquire, agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091, relative to keeping open such office.

Dated this 18 day of September, 1997.

  
\_\_\_\_\_  
Richard C. Bagdasarian

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DIVISION OF CORPORATIONS  
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