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TELECREDIT TECHNOLOGIES, INC  
600 Corporate Drive, 6th Floor  
Fort Lauderdale, Florida 33334  
TEL: 954-771-7555  
FAX: 954-772-7213

FILED  
97 SEP 30 PM 1:09  
TALLAHASSEE, FLORIDA

Florida Department of State  
Division of Corporations  
ATTN: New Filings Section  
409 East Gaines Street  
Tallahassee, FL 32314

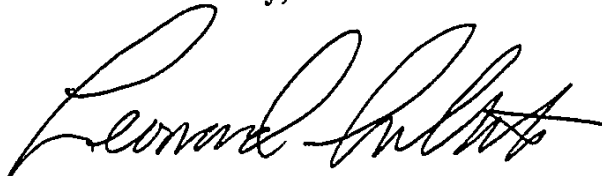
Enclosed please find our Articles of Incorporation, Statement of Sole  
Incorporator and the filing fee check for the amount of One Hundred  
Twenty-two Dollars and Fifty Cents (\$122.50).

If we have made an error or if you have a question you may contact me  
at the above numbers.

Your assistance is appreciated.

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\*\*\*\*122.50 \*\*\*\*122.50

Sincerely,



LEONARD SILVESTRI JR  
President

LSJ/sam  
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F. CHESLER OCT 2 1997

**ARTICLES OF INCORPORATION  
OF  
TELECREDIT TECHNOLOGIES, INC**

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**THE UNDERSIGNED** Incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

**ARTICLE I NAME**

**TELECREDIT TECHNOLOGIES, INC**

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:  
**600 CORPORATE DRIVE, 6TH FLOOR  
FORT LAUDERDALE, FL 33334**

**ARTICLE III CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is SEVEN THOUSAND FIVE HUNDRED (7,500) shares having a par value of ONE DOLLAR (\$1.00) per share.

**ARTICLE IV INITIAL BOARD OF DIRECTORS**

The number of Directors constituting the initial Board of Directors of this Corporation is one (1). The number of Directors may be either increased or decreased from time to time by an amendment of the By-Laws but shall never be less than one (1). The name and address of the initial Board of Directors is:

**LEONARD SILVESTRI JR.  
600 CORPORATE DRIVE, 6TH FLOOR  
FORT LAUDERDALE, FL 33334**

**ARTICLE V INCORPORATOR(S)**

The name and street address of the incorporator to these Articles of Incorporation is:

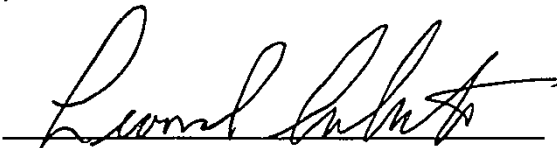
**LEONARD SILVESTRI JR.  
600 CORPORATE DRIVE, 6TH FLOOR  
FORT LAUDERDALE, FL 33334**

FILED  
97 SEP 30 PM 1:09  
CLERK OF DISTRICT COURT  
FORT LAUDERDALE, FLORIDA

## **ARTICLE VI INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is:  
**LEONARD SILVESTRI JR.**  
**600 CORPORATE DRIVE, 6TH FLOOR**  
**FORT LAUDERDALE, FL 33334**

The undersigned has executed these Articles of Incorporation this date:  
**SEPTEMBER 23, 1997**

  
\_\_\_\_\_  
**LEONARD SILVESTRI JR., Incorporator**

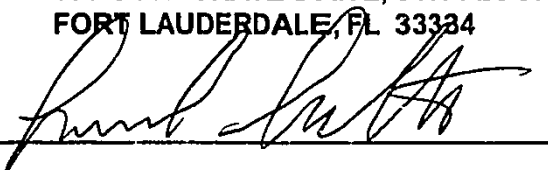
### **CERTIFICATE OF DESIGNATION** **REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **TELECREDIT TECHNOLOGIES, INC**
2. The name and address of the registered agent and office is:

**LEONARD SILVESTRI JR.**  
**600 CORPORATE DRIVE, 6TH FLOOR**  
**FORT LAUDERDALE, FL 33334**

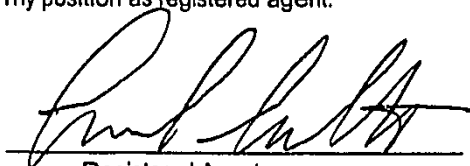
**SIGNATURE:**

  
\_\_\_\_\_

**TITLE:        PRESIDENT**

**DATE:        SEPTEMBER 23, 1997**

Having been named Registered Agent to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
Registered Agent

**LEONARD SILVESTRI JR.**  
**600 CORPORATE DRIVE, 6TH FLOOR**  
**FORT LAUDERDALE, FL 33334**

**SEPTEMBER 23, 1997**  
Date

**STATEMENT OF SOLE INCORPORATOR  
IN LIEU OF ORGANIZATION MEETING**

**OF**

**TELECREDIT TECHNOLOGIES INC.**

The Certificate of Incorporation of this corporation having been filed in the office of the Secretary of State on December 30, 1996 the undersigned, being the sole incorporator named in said certificate, does hereby state the following actions were taken this day for the purposed of organizing this corporation:

1. The following persons were elected as the Directors of the corporation, to hold office until the first annual meeting of stockholders, or until their respective successors are elected and qualified:

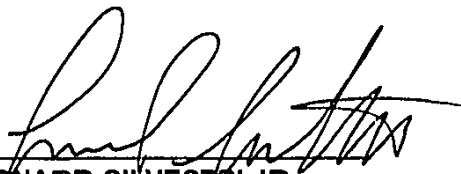
LEONARD SILVESTRI JR.  
600 CORPORATE DRIVE, 6TH FLOOR  
FORT LAUDERDALE, FL 33334

2. The Board of Directors was authorized to approve and adopt the form of By-laws attached hereto and made a part hereof and, in its discretion, to issue the shares of the capital stock of this corporation to the full number authorized by the Certificate of Incorporation, in such amounts and for such consideration as from time to time shall be determined by the Board of Directors and as may be permitted by law.

DATED: SEPTEMBER 23, 1997

Sole Incorporator

FILED  
97 SEP 30 PM 1:09  
TALLAHASSEE, FLORIDA

  
LEONARD SILVESTRI JR.