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JAMES A. GUSTINO, P.A.

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2180 Park Avenue North • Suite 324

Winter Park, Florida 32789

November 5, 1997

Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: International Telecom Distributors, Inc.  
High Tech Talk, Inc.

Dear Sir or Madam:

In connection with *each* of the above-referenced corporations, enclosed please find one original and one photocopy of the Articles of Incorporation to be filed with your office, together with a check payable to the Florida Department of State in the amount of \$122.50.

Please have the enclosed Articles of Incorporation filed with the Florida Secretary of State, obtain a certified copy of the same (together with a certificate of status for each corporation), and thereafter return these documents to me at your earliest possible opportunity.

For your convenience, I am enclosing herewith a pre-addressed and stamped envelope for your use in forwarding the above requested materials to my attention.

If you have any questions, please call me.

Thanking you for your kind assistance in this matter, I remain,

Very truly yours,

James A. Gustino

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97-11-12-97

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
INTERNATIONAL TELECOM DISTRIBUTORS, INC.

The undersigned, acting as the sole incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be INTERNATIONAL TELECOM DISTRIBUTORS, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal office address for the corporation is 2326 Covington Creek Circle West, Jacksonville, Florida 32224.

ARTICLE III - TERM OF EXISTENCE

The corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

ARTICLE IV - PURPOSES

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V - CAPITAL STOCK

The corporation is authorized to issue and have outstanding one thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE VI - INITIAL REGISTERED OFFICE  
AND REGISTERED AGENT

The street address of the initial registered office of the corporation in the state of Florida is 2180 Park Avenue North, Suite 324, Winter Park, Florida 32789. The name of the initial registered agent of the corporation at such address is James A. Gustino.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may either increase or decrease from time to time as provided in the Bylaws of the corporation, but shall never be less than one (1). The name and street address of the initial directors are:

Name

Address

William Jackmore

2326 Covington Creek Circle West  
Jacksonville, Florida 32224

Jon F. Mathews

2414 Cyprus Springs Road  
Orange Park, Florida 32073

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator of the corporation are:

Name

Address

James A. Gustino

2180 Park Avenue North, Ste. 324  
Winter Park, Florida 32789

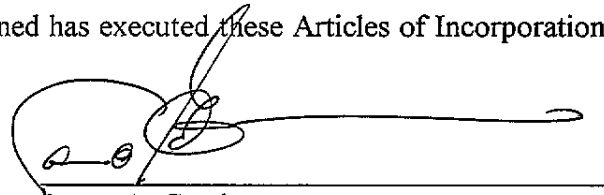
ARTICLE IX - AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in any manner permitted by law.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida Business Corporation Act, from time to time.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 5<sup>th</sup> day of November, 1997.



James A. Gustino

("Incorporator")

STATE OF FLORIDA )

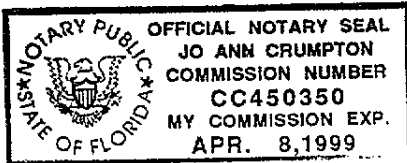
) S.S.:

COUNTY OF ORANGE )

The foregoing instrument was acknowledged before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, this 5<sup>th</sup> day of November, 1997 by James A. Gustino, who:

☒ is personally known to me; or

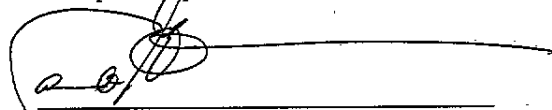
[ ] who has produced \_\_\_\_\_ as identification; and who:  
[ ] did or  
[x] did not, take an oath.



  
NOTARY PUBLIC - STATE OF FLORIDA

ACCEPTANCE BY REGISTERED AGENT

The undersigned, James A. Gustino, as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that he is familiar with, and accepts, the obligations imposed pursuant to the Florida Business Corporation Act.

  
JAMES A. GUSTINO

("Registered Agent")

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA