

THE UNITED STATES
CORPORATION
C O M P A N Y

SEP 12 PM 12:23

ACCOUNT NO. : 072100000032 CORPORATION

REFERENCE : 597947 10463A

AUTHORIZATION

COST LIMIT : \$ 122.50

ORDER DATE : November 12, 1997

ORDER TIME : 10:50 AM

ORDER NO. : 597947-005

CUSTOMER NO: 10463A

100002344621--3

CUSTOMER: Michael D. Harris, Esq
COHEN CHERNAY NORRIS
WEINBERGER & HARRIS
4th Floor
712 U.s. Highway 1
North Palm Bch, FL 33408-7146

DOMESTIC FILING

NAME: TELECOLLECT CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
 _____ PLAIN STAMPED COPY
 _____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kim Clemons

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 12 PM 12:50

11/12/97

EFFECTIVE DATE

11/11/97

ARTICLES OF INCORPORATION
OF
TELECOLLECT CORP.

FILED
SECRETARY OF STATE
CORPORATIONS
97 NOV 12 PM 12:50

Article I - Name

The name of this corporation is TELECOLLECT CORP.

Article II - Principal Address

The principal address of this corporation is 7280 W. Palmetto Park Road, Suite 110, Boca Raton, FL 33433.

Article III - Commencement

This corporation shall commence on the date of execution of these Articles.

Article IV - Purpose

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

Article V - Capital Stock

This corporation is authorized to issue 1,000 shares of common stock, \$.10 par value.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is Michael D. Harris, 712 U.S Highway One, Suite 400, North Palm Beach, Florida, 33408.

Article VII - Initial Board of Directors

This corporation shall have 1 director initially. The number of directors shall be established by the bylaws and may be either increased or diminished from time to time as provided in the bylaws. The initial director is Robert Cooper and his address is 7280 W. Palmetto Park Road, Suite 110, Boca Raton, Florida 33433.

Article VIII - Incorporator

The name and address of the person signing these articles is:

Michael D. Harris
712 U.S. Highway One, Suite 400
North Palm Beach, Florida 33408

Article IX - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in both the board of directors and the shareholders.

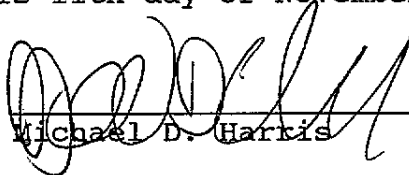
Article X - Indemnification

Subject to the qualifications contained in Section 607.0850, Florida Statutes, the corporation shall indemnify its officers and directors and former officers and directors against expenses (including attorneys fees), judgments, fines and amounts paid in settlement arising out of his or her services as an officer or director of the corporation.

Article XI - Amendment

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 11th day of November, 1997.



Michael D. Harris

FILED
SECRETARY OF STATE
INCORPORATIONS
97 NOV 12 PM 12:50

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST--THAT Telecollect Corp.
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF BOCA
RATON, STATE OF FLORIDA, HAS NAMED Michael D. Harris
CITY) (STATE) (REGISTERED AGENT)

LOCATED AT 712 U.S Highway One,
CITY OF North Palm Beach,
STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN
FLORIDA.

SIGNATURE: _____

Michael D. Harris

TITLE: Incorporator

DATE: November 11, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: _____

Registered Agent

DATE: November 11, 1997