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November 7, 1997

Office of the Secretary of State
STATE OF FLORIDA
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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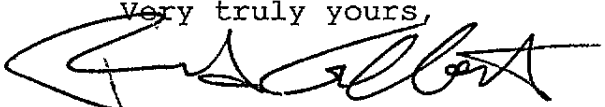
IN RE: DialMax Communications, Inc.
Articles of Incorporation
Our File Number: 349-01

Dear Sir or Madam:

Enclosed please find one (1) original and one (1) copy of the executed Articles of Incorporation and Certificate Naming Registered Agent for the above-referenced corporation, as well as my firm's check in the amount of SEVENTY DOLLARS AND NO/CENTS (\$70.00) to cover the filing costs therefor. Please file same and return a time-stamped copy of the Articles to the undersigned in the self-addressed, stamped envelope provided for your convenience.

Should you have any questions or comments in connection with the foregoing, please do not hesitate to contact me. Thank you for your prompt attention to this matter.

Very truly yours,


RICHARD I. GILBERT, ESQUIRE

RIG/mbh

enclosures

FILED
97 NOV 12 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11/14/97 (m)

ARTICLES OF INCORPORATION
OF
DialMax Communications, Inc.

EFFECTIVE DATE
11/19/97
FILED

The undersigned, being of legal age, does hereby form a corporation under the laws of the State of Florida, authorizing the formation of corporations.

ARTICLE I
NAME

The name of this corporation shall be DialMax Communications, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II
GENERAL NATURE OF BUSINESS

The purpose for which the Corporation is organized is to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III
CAPITAL STOCK

The capital stock of the Corporation shall be ONE THOUSAND (1,000) shares at ONE DOLLAR AND NO CENTS (\$1.00) par value.

ARTICLE IV
CORPORATE EXISTENCE

Corporate existence shall commence at the time of subscription and acknowledgment of these Articles, except that, in the event these Articles are not filed with the Department of State of the State of Florida within five (5) days (exclusive of legal holidays)

after subscription and acknowledgment hereof, corporate existence shall commence when these Articles are filed with the Department of State. The Corporation shall exist perpetually, unless sooner dissolved according to law.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the office of the initial registered agent of the Corporation is:

11631 Orange Blossom Lane
Boca Raton, Florida 33428

and the name of the registered agent of the Corporation at said address is:

MORTON SHAPIRO

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be:

11631 Orange Blossom Lane
Boca Raton, Florida 33428

The Corporation shall have branch offices at other places within or without the State of Florida.

ARTICLE VII

NUMBER OF DIRECTORS

The number of Directors of this Corporation shall be not less than one (1) nor more than nine (9).

ARTICLE VIII

DIRECTORS

The name and street address of each member of the first Board of Directors of this Corporation who shall hold office for the first year or until their successors are chosen shall be:

<u>NAME</u>	<u>ADDRESS</u>
Gary Lee Triplett	8 Iron Bark Way Irvine, California 92612
Morton Shapiro	11631 Orange Blossom Lane Boca Raton, Florida 33428

ARTICLE IX

SUBSCRIBERS

The name and street address of each person signing these Articles of Incorporation as a subscriber, and the number of shares of stock subscribed are:

NAME	ADDRESS	NUMBER OF SHARES
Morton Shapiro	11631 Orange Blossom Lane Boca Raton, Florida 33428	ONE HUNDRED (100)

The stockholders agree to pay not less than par value for each share of stock.

The proceeds of the stock subscribed for will be at least as much as the amount necessary to commence business.

ARTICLE X

AMENDMENT

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute.

The Directors of the Corporation shall have the power to make or amend the Bylaws, and to fix any amount to be reserved for working capital.

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatever. The Corporation shall have a first lien on the shares of its members and upon the dividends due to them for any indebtedness of such members of the Corporation.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a corporation to conduct business within and without the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and correct, does agree to accept the number of shares hereinabove set forth, and hereunto sets his hand, this 7TH day of November, 1997.


MORTON SHAPIRO

VP / Sec.
TITLE

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day before me, the undersigned authority, a Notary Public duly authorized in the above-named State and County to take acknowledgments, personally appeared MORTON SHAPIRO, party to the foregoing Articles of Incorporation, known to me personally to be such, and I have first made known to him the contents of said Articles, he did acknowledge that he signed, sealed and delivered the same as his voluntary act and deed, and deposed that the facts therein stated were true and correct.

WITNESS my hand and official seal this 7TH day of November, 1997.



MARI BETH HELOCK
My Commission CC385265
Expires Jul. 19, 1998
Bonded by ANB
800-852-5878

Mari Beth Helock
NOTARY PUBLIC, STATE OF FLORIDA
Commission Number: CC385265
My Commission expires: JULY 19, 1998

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THE STATE AN NAMING AGENT UPON
WHOM PROCESS BY BE SERVED

In compliance with the requirements of Chapter 48.091, Florida Statutes, the following is submitted:

That, DialMax Communications, Inc., organized and existing under the laws of the State of Florida, with its initial registered office, as indicated in the foregoing Articles of Incorporation, in the City of Boca Raton, County of Palm Beach, State of Florida, has named MORTON SHAPIRO, of 11631 Orange Blossom Lane, Boca Raton, Florida 33428, as its agent to accept service of process within this State.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-styled Corporation at the place designated in these Articles of Incorporation, I, the undersigned, am familiar with, and accept the duties and responsibilities as registered agent for, said Corporation; and I further agree to act in said capacity and to comply with the provisions of § 48.091, Fla. Stat.

Dated: 11-7-97


MORTON SHAPIRO

FILED
97 NOV 12 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA