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November 13, 1997

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Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

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-11/17/97--01125--015
*****70.00 *****70.00

RE: KeySource Teleservices, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of Articles of Incorporation for KeySource Teleservices, Inc.

Please file the original of the Articles, and return the copy stamped "filed" to me. Enclosed is a check in the amount of \$70.00 computed as follows:

Filing Fee	\$ 35.00
Registered Agent Fee	<u>35.00</u>
TOTAL.....	\$ 70.00

If you have any questions or require any additional information, please call.

Very truly yours,

Jonathan L. Hay
Jonathan L. Hay /eb

JLH/eb
enclosures
c: Mr. Cornelius H. Goebertus

FILED
97 NOV 17 AM 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
11-12-97

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9/11-19-97

FILED
97 NOV 17 AM 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
KeySource Teleservices, Inc.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

Article I
Name

EFFECTIVE DATE

11-12-97

Section 1.1. Name. The name of this corporation shall be KeySource Teleservices, Inc.

Article II
Principal Office and Mailing Address

Section 2.1. Principal Office and Mailing Address. The principal place of business and mailing address of this corporation shall be 3637 Phillips Highway, Suite 0195, Jacksonville, Florida 32207.

Article III
Capital Stock

Section 3.1. Capital Stock. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share.

Section 3.2. Restriction on Transfer of Stock. The shareholders may, by bylaw provision, by shareholders' agreement recorded in the minute book or by endorsement on each stock certificate, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

Section 3.3. Approval of Shareholders Required for Merger. The approval of the shareholders holding sixty percent (60%) or more of the capital stock of this corporation eligible to vote to any plan of merger or consolidation shall be required in every case, whether or not such approval is required by law.

Article IV
Initial Registered Agent and Address

Section 4.1. Name and Address. The name and street address of the initial registered agent of this corporation is:

Cornelius H. Goebertus
3843 Coopers Lake Road
Jacksonville, Florida 32224

Article V
Incorporator

Section 5.1. Name and Address. The name and street address of the incorporator of this corporation is:

Cornelius H. Goebertus
3843 Coopers Lake Road
Jacksonville, Florida 32224

Article VI
Duration

Section 6.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed.

Article VII
Purposes

Section 7.1. Purposes. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

Article VIII
Directors

Section 8.1. Number. This corporation shall have four (4) directors initially. The number of directors may be increased or diminished from time to time, but shall never be less than one.

Section 8.2. Initial Director. The name and street address of the initial directors of the corporation are:

Paul Robinson
3637 Phillips Highway, Suite 0195
Jacksonville, Florida 32207

Cornelius H. Goebertus
3843 Coopers Lake Road
Jacksonville, Florida 32224

Steven Warfield
2753 Estates Lane
Jacksonville, Florida 32257

Edward Kalinowski
15 Amboy Avenue
Metuchen, New Jersey 08043

Section 8.3. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 8.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article IX **Bylaws**

Section 9.1. Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article X **Amendment**

Section 10.1. Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation the 12th day of November, 1997.




CORNELIUS H. GOEBERTUS

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the following is submitted:

KeySource Teleservices, Inc., desiring to organize or qualify under the laws of the State of Florida hereby designates Cornelius H. Goebertus as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 3843 Coopers Lake Road, Jacksonville, Florida 32224.

DATED this 12th day of November, 1997.


CORNELIUS H. GOEBERTUS

Having been named as 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.

DATED this 12th day of November, 1997.


CORNELIUS H. GOEBERTUS

EFFECTIVE DATE

11-12-97

FILED
97 NOV 17 AM 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA