

Law Offices of
WILLIAM R. HEITZ, PA

William R. Heitz, Esquire

December 15, 1997

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

EFFECTIVE DATE
12-15-97

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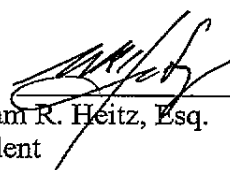
Subject: 800 Call For Less, Inc.

Enclosed is an original and one copy of the articles of incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation.

Please provide a certificate of status and a certified copy of these articles.

A check for \$122.50 is enclosed. This represents payment for:

\$35.00 Filing Fee
\$35.00 Designation of Registered Agent
\$52.50 Certified Copy

From: 
William R. Heitz, Esq.
President
William R. Heitz, P.A.
1801 South Federal Highway
Suite 300
Delray Beach, Florida 33483
(561) 274-7000
FBN: 0007640

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 17 PM 2:50

Reply to: 1387 SW 18th Street, Boca Raton, Florida 33486
Phone 561-274-7000 Facsimile 561-347-8366

West Palm Beach • Delray Beach • Boca Raton

D. BROWN DEC 18 1997

EFFECTIVE DATE
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ARTICLES OF INCORPORATION
OF
800 Call For Less, Inc.

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In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is 800 Call For Less, Inc.

ARTICLE II

The existence of the corporation shall begin on December 15, 1997.

ARTICLE III

The street address of the principal office of the Corporation is 1801 South Federal Highway, Suite 305, Delray Beach, Florida 33483.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is One Thousand (1000), all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 1387 SW 18th Street, Boca Raton, Florida 33486. The initial registered agent for the Corporation at that address is William R. Heitz, P.A.

ARTICLE VI

The initial board of directors shall consist of Four (4) members. The names and address of the persons who will serve on the initial board of directors are:

<u>Name</u>	<u>Address</u>
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Douglas C. Brough for Intercontinental Communications Group, Inc.	1801 South Federal Highway, Suite 305, Delray Beach, Florida 33483
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Brandon Siemion 1801 South Federal Highway, Suite 305, Delray Beach, Florida 33483

Frank Babusik 1801 South Federal Highway, Suite 305, Delray Beach, Florida 33483

Peter J. Lindemann 175 Washington Avenue, Dumont, NJ 07628

ARTICLE VII

The names and street addresses of the persons signing these articles of incorporation are:

<u>Name</u>	<u>Address</u>
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William R. Heitz, Esq.	1387 SW 18 th Street, Boca Raton, Florida 33486
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ARTICLE VIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 15th day of December, 1997.

Name: William R. Heitz
William R. Heitz, Esq.
For:
William R. Heitz, P.A.

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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Call For Less at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

Name: William R. Heitz
William R. Heitz, Esq.
For:
William R. Heitz, P.A.

Date: December 15, 1997.