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BEILLY & POZZUOLI

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

790 EAST BROWARD BOULEVARD

SUITE 200

FORT LAUDERDALE, FLORIDA 33301

BRADFORD J. BEILLY, P. A.  
EDWARD J. POZZUOLI, P. A.

TELEPHONE (954) 763-7000  
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OF COUNSEL  
GEORGINA R. POZZUOLI  
LAURIE B. HUSS

December 19, 1997

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

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-12/22/97--01080--015  
\*\*\*122.50 \*\*\*122.50

RE: TOTALLY VOICE, INC.

Dear Sir:

Enclosed please find an original and one copy of the Articles of Incorporation and this firm's check in the amount of \$122.50 as it relates to the above referenced matter.

Please file this corporation and forward a conformed copy of same back to this office in the stamped addressed envelope provided herewith.

Thank you for your consideration.

Very truly yours,

Bradford J. Beilly

BJB:cd  
Enclosures

FILED  
97 DEC 22 PM 12:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12/23/97 4m

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
TOTALLY VOICE, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of the Corporation is TOTALLY VOICE, INC.

ARTICLE II: DURATION

The existence of the Corporation shall commence with the filing of these Articles. The duration of the Corporation is perpetual.

ARTICLE III: PURPOSE

The Corporation may engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV: SUBCHAPTER S CORPORATION

The corporation elects to be organized as a Subchapter S Corporation in accordance with Internal Revenue Service designation.

#### ARTICLE V: CAPITAL STOCK

The total number of shares of capital stock authorized to be issued by the Corporation will be 500 shares having a par value of One Dollar (\$1.00) per share. Each of the said shares of stock will entitle the holder thereof to one (1) vote at any meeting of the stockholders.

#### ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent and office of the Corporation will be Bradford J. Beilly, 790 East Broward Boulevard, Suite 200, Fort Lauderdale, Florida 33301. The initial street address of the principal office of the Corporation will be 1601 N. Palm Avenue, Suite 104A, Pembroke Pines, FL 33026. The Board of Directors may, from time to time, move the principal office to any other address.

#### ARTICLE VII: INITIAL BOARD OF DIRECTORS

The Corporation will have one director(s) initially. The number of directors may be either increased or diminished from time to time by the by-laws. The name and address of each person who is to serve as a member of the initial Board of Directors is:

**GARY CRAIN**

1601 N. Palm Avenue, Suite 104A, Pembroke Pines, FL 33026

ARTICLE VIII: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Gary Crain, 1601 N. Palm Avenue, Suite 104A, Pembroke Pines, FL 33026.

ARTICLE IX: AMENDMENTS

The Corporation reserves the right to amend or repeal any provisions of these Articles of Incorporation, or any amendment(s) 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 on this 18<sup>TH</sup> day of December, 1997.

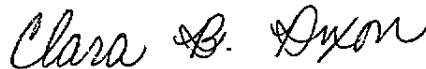
  
Gary Crain

STATE OF FLORIDA       )  
                              ) SS  
COUNTY OF BROWARD    )

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Gary Crain, as Director and President, known to me and known to be the person who executed the following Articles of Incorporation.



CLARA B. DIXON  
My Comm Exp. 3/05/2001  
Bonded By Service Ins  
No. CC627022  
[ ] Personally Known [ ] Other I.D.

  
Printed/Typed Name: Clara B. Dixon  
Notary Public-State of Florida  
Commission Number:

**CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

**TOTALLY VOICE, INC.** desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation has named Bradford J. Beilly, located at 790 East Broward Boulevard, Suite 200, Fort Lauderdale, Florida 33301 as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named as registered agent of process for the above reverend corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act.

  
BRADFORD J. BEILLY

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 DEC 22 PM 12:38

**FILED**