

The Law Offices of Kevin M. Helmich

*Acclaim Corporate Plaza
155 Crystal Beach Drive
Destin, Florida 32541*

Kevin M. Helmich*
*also licensed in Illinois

P980000000491

December 29, 1997

Telephone: (904) 650-4747
Facsimile: (904) 650-4748

Secretary of State
Corporate Records Bureau
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32301

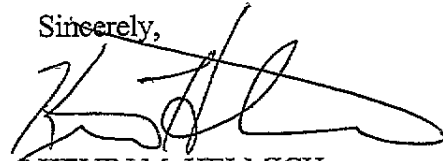
Re: A-Plus Answering Service, Inc.

To Whom It May Concern:

Enclosed please find the original and one copy of the executed Articles of Incorporation, as well as the Acceptance of registered agent, in regard to the above-referenced corporation. Also enclosed is a check in the amount of \$122.50 to cover the fee in this respect. Upon filing, please return the copy of the Articles in the envelope provided.

Thank you for your assistance in this matter. If you should have any questions, please do not hesitate to contact me.

Sincerely,



KEVIN M. HELMICH
Attorney at Law

Enclosure: As stated

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
A-PLUS ANSWERING SERVICE, INC.

FILED
98 JAN -2 AM 11: 22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this Corporation is A-Plus Answering Service, Inc.

ARTICLE II

DURATION

This Corporation shall have perpetual existence.

ARTICLE III

PURPOSE

This Corporation is organized for the purpose of conducting all lawful business.

ARTICLE IV

CAPITAL STOCK

The Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "common shares".

ARTICLE V

PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price it is offered to others.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is The Law Offices of Kevin M. Helmich, 155 Crystal Beach Drive, Suite 108, Destin, Florida 32541, and the initial registered agent of this Corporation at that address is Kevin M. Helmich, Esq.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This Corporation shall have at least one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial director of this Corporation is:

Debora Dunn
106 Alden Drive
Fort Walton Beach, Florida 32547

ARTICLE VIII

PRINCIPAL OFFICE

The principal office and mailing address of this Corporation is 105 Lewis Street, Suite 210, Fort Walton Beach, Florida 32547.

ARTICLE IX

INCORPORATOR

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

Debora Dunn
106 Alden Drive
Fort Walton Beach, Florida 32547

ARTICLE X

INDEMNIFICATION

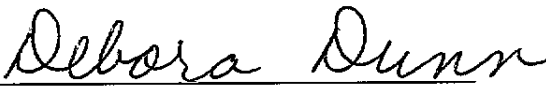
The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI

ACTION BY DIRECTORS OR SHAREHOLDERS WITHOUT A MEETING

The directors or shareholders of this Corporation may take action by written consent as provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this the 29th day of December, 1997.


Debora Dunn

STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority authorized in the State and County aforesaid to take acknowledgements personally appeared Debora Dunn who produced a Florida drivers license as identification and who did take an oath, and who is the person who executed the foregoing Articles of Incorporation and she acknowledged before me that she executed same.

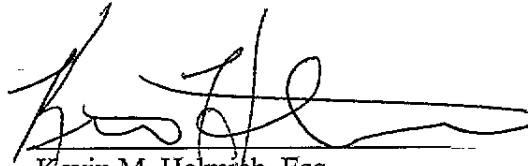
IN WITNESS WHEREOF, I have hereunto set my hand and official seal this the 29th day of December, 1997.

Notary Public



ACCEPTANCE

I hereby am familiar with and accept the duties and responsibilities as registered agent for A-Plus Answering Service, Inc.

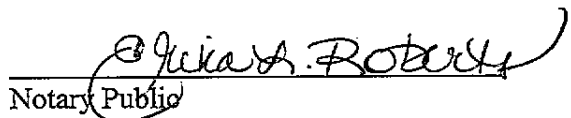


Kevin M. Helmich, Esq.
Registered Agent

STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority authorized in the State and County aforesaid to take acknowledgements personally appeared Kevin M. Helmich who is personally known to me and who did take an oath, and who is the person who executed the foregoing Acceptance and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this the 29th day of December, 1997.


Notary Public

ERIKA L. ROBERTS
My Commission CC463575
Expires May. 14, 1999
Bonded by ANB
800-852-5878

FILED
98 JAN -2 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA