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ACCOUNT NO. : 072100000032

REFERENCE : 690071 4330594

AUTHORIZATION :

Patricia Puynt

COST LIMIT : \$ 122.50

ORDER DATE : February 2, 1998

ORDER TIME : 10:33 AM

ORDER NO. : 690071-005

CUSTOMER NO: 4330594

CUSTOMER: Margaret O. Ryder, Legal Asst  
ADORNO & ZEDER, P.A.

200002418472--1

Suite 1600  
2601 South Bayshore Drive  
Miami, FL 33133

DOMESTIC FILING

NAME: VIDEOCALL INTERNATIONAL  
CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB -2 PM 2:20

RECEIVED  
98 FEB -2 PM 1:16  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
VIDEOCALL INTERNATIONAL CORPORATION**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB -2 PM 2:20

**ARTICLE I - NAME AND BUSINESS ADDRESS**

The name of this Corporation is VideoCall International Corporation. Its principal office address and business mailing address is c/o Dennis J. Olle, Esq., 2601 South Bayshore Drive, Suite 1600, Miami, Florida 33133.

**ARTICLE II - DURATION**

The Corporation shall have a perpetual existence.

**ARTICLE III - PURPOSE**

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 100,000 shares of common stock, having a par value of \$.01 per share.

**ARTICLE V - INITIAL  
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation shall be 2601 South Bayshore Drive, Suite 1600, Miami, Florida 33133, and the initial registered agent of this Corporation at such office shall be Dennis J. Olle, Esq., who upon accepting this designation agrees to comply with the provisions of Chapters 48 and 607, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

#### **ARTICLE VI - INITIAL BOARD OF DIRECTORS**

The initial Board of Directors shall consist of one member. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than seven. The name and address of the director constituting the initial Board of Directors is:

<b><u>Name</u></b>	<b><u>Address</u></b>
Michael J. Zwebner	c/o Dennis J. Olle, Esq. 2601 South Bayshore Drive Suite 1600 Miami, Florida 33133

#### **ARTICLE VII - INCORPORATOR**

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


<b><u>Name</u></b>	<b><u>Address</u></b>
Dennis J. Olle, Esq.	Adorno & Zeder, P.A. 2601 South Bayshore Drive Suite 1600 Miami, Florida 33133

  
\_\_\_\_\_  
Dennis J. Olle, Incorporator

STATE OF FLORIDA                     )  
  ) SS:  
COUNTY OF MIAMI-DADE            )

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB -2 PM 2:20

The foregoing Articles of Incorporation of VideoCall International Corporation were acknowledged before me this 30th day of January, 1998 by Dennis J. Olle, as Incorporator, who is personally known to me..

  
Margaret O'D. Ryder  
Notary Public, State of Florida

My Commission Expires:



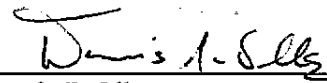
Margaret O'D. Ryder  
MY COMMISSION # CG555590 EXPIRES  
September 15, 2000  
BONDED THIRD PARTY FIDELITY INSURANCE, INC.

(seal)

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for VideoCall International Corporation, at the place designated in the Articles of Incorporation, Dennis J. Olle agrees to act in this capacity and is familiar with, and accepts, the obligations of such position, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Dated: January 30, 1998

  
Dennis J. Olle