

P98000012423

2/06/98

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

12:55 PM

((H98000002572 9))

TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001  
FROM: COHEN, BERKE, BERNSTEIN, BRODIE & KONDELL, P ACCT#: 075410000050  
CONTACT: PEGGY MARINELLI  
PHONE: (305)854-5900 FAX #: (305)857-9322

NAME: UCN ACQUISITION CORPORATION  
AUDIT NUMBER.....H98000002572  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
CERT. OF STATUS..0 PAGES..... 4  
CERT. COPIES.....1 DEL.METHOD.. FAX  
EST.CHARGE.. \$122.50  
NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:  
Menu: <Ctrl R-Shift>

2400 7E1 REC

ANSI

Online

FILED  
98 FEB -6 AM 7:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

F. CHESSER FEB 9 1998

H9800000 2572

ARTICLES OF INCORPORATION  
OF  
UCN ACQUISITION CORPORATION

FILED  
98 FEB -6 AM 7:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of UCN ACQUISITION CORPORATION (the "Corporation") under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation is: UCN ACQUISITION CORPORATION.

ARTICLE II

COMMENCEMENT OF EXISTENCE

The existence of the Corporation will commence on February 6, 1998.

ARTICLE III

DURATION

The duration of the Corporation will be perpetual.

ARTICLE IV

PURPOSE

The general purpose or purposes for which the Corporation is organized is to transact any and all lawful business for which a corporation may be incorporated under the Florida Business Corporation Act.

Prepared by:  
James P. Moskosky, Esq.  
Florida Bar No. 727008  
2601 So. Bayshore Drive, 19th Fl.  
Miami, Florida 33133  
(305) 854-5900

H9800000 2572

H98000002572

ARTICLE V

PRINCIPAL OFFICE

The principal office of the Corporation shall be:

444 Brickell Avenue, Suite 650  
Miami, Florida 33131

ARTICLE VI

AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to issue is Ten Thousand (10,000) shares of Common Stock at \$.01 par value per share.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 2601 South Bayshore Drive, 19th Floor, Miami, Florida 33133, and the name of the Corporation's initial registered agent at that address is COBER Corporate Agents, Inc.

H9800000 2572

H98000002572

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time, as provided in the Bylaws. The names and addresses of the directors are:

<u>Name</u>	<u>Address</u>
Albert L. Weintraub	444 Brickell Ave., Suite 650 Miami, Fl. 33131
Ronald L. Tolliver	444 Brickell Ave., Suite 650 Miami, Fl. 33131

ARTICLE IX

INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
James P. Moskosky	c/o Cohen, Berke, Bernstein, Brodie & Kondell, P.A. 2601 So. Bayshore Drive 19th Floor Miami, Florida 33133

ARTICLE X

INDEMNIFICATION

To the extent permitted by law, the Corporation shall indemnify any person who was or is a party to any proceeding by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The Corporation shall

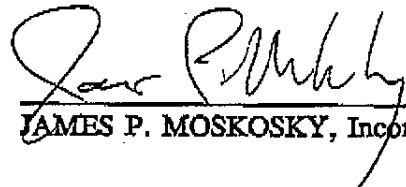
H98000002572

H9800000 2572

reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him in connection with any such liability in the manner provided for by law or in accordance with the Corporation's Bylaws.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he may be lawfully entitled, nor shall anything therein contain or restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 6th day of February, 1998.

  
JAMES P. MOSKOSKY, Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for UCN ACQUISITION CORPORATION in the foregoing Articles of Incorporation, I, on behalf of COBER Corporate Agents, Inc., a Florida corporation, hereby agree to accept service of process for said corporation and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.

COBER CORPORATE AGENTS, INC.

By   
MICHAEL A. BERKE, Vice President

FILED  
98 FEB -6 AM 7:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H98000002572