

P98000014187



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 704088 4813437

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 122.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 12 PM 1:25

ORDER DATE : February 12, 1998

ORDER TIME : 10:15 AM

ORDER NO. : 704088-005

CUSTOMER NO: 4813437

600002428836--1

CUSTOMER: Richard H. Roth, Esq
RICHARD H. ROTH, P.A.

1500 East Atlantic Boulevard

Pompano Beach, FL 33060

DOMESTIC FILING

NAME: GALAXY CALL CORP.

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: Brenda Phillips

EXAMINER'S INITIALS:

RECEIVED
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DIVISION OF CORPORATION

2/12/98

ARTICLES OF INCORPORATION
OF
GALAXY CALL CORP.

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ARTICLE I - NAME

The name of this corporation is:

GALAXY CALL CORP.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes:
to conduct any and all other lawful business as may be authorized
under the laws of the State of Florida, the United States of
America or any other state, country, territory or nation.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of Ten
Dollar (\$10.00) par value common stock.

ARTICLE V - RELATIVE RIGHTS OF SHARES
OF CAPITAL STOCK

Section 1. Dividends.

The holders of record of the common shares shall be entitled
to cash dividends when and as declared by the Board of Directors
in the amount per share and at the time and in the manner
determined by the Board of Directors.

Section 2. Rights upon liquidation or dissolution.

In the event of any voluntary or involuntary liquidation,
dissolution, or winding up of this corporation, the remaining
assets of this corporation shall be payable to and distributed
ratably among the holders of record of the common shares.

Section 3. Voting rights.

Except as otherwise provided by law, the entire voting
power for the election of directors and for all other purposes
shall be vested exclusively in the holders of the outstanding
common shares.

ARTICLE VI - INITIAL REGISTERED OFFICE
AND AGENT/PRINCIPAL OFFICE

The street address of the initial registered office of this corporation is: 1500 E. Atlantic Boulevard, Pompano Beach, Florida 33060, and the name of the initial Registered Agent of this corporation at that address is: RICHARD H. ROTH. The principal office of this corporation is located at 1591 Robert J. Conlan Blvd. N.E., Suite 120, Palm Bay, Florida 32905.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors 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 two. The names and addresses of the initial Directors of this corporation are:

Walter W. Franz - 4207 Muehr Rd.
Weimar, TX 78962

Art Ramian Rt. 2, Box 253
Walpole, NH 03608-9735

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles

Richard H. Roth 1500 E. Atlantic Blvd.
Pompano Beach, Florida 33060

ARTICLE IX - SHAREHOLDER QUORUM
AND VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person or proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE X - APPROVAL OF SHAREHOLDERS
REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XI- MANAGEMENT OF CORPORATION
BY SHAREHOLDERS

All of the powers of the corporation shall be exercised by and under the authority of, and the business affairs of this corporation shall be managed under the direction of, the Board of Directors of the corporation but upon majority vote of the stockholders of the corporation all of the same may be run by and under the direct control of the stockholders in lieu of a Board of Directors.

ARTICLE XII - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE XIII - ACTION BY DIRECTORS
WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

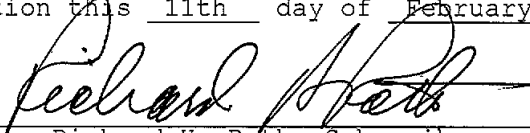
ARTICLE XIV - INDEMNIFICATION

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

ARTICLE XV - AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 11th day of February, 1998.



Richard H. Roth, Subscriber

STATE OF FLORIDA
COUNTY OF BROWARD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 FEB 12 PM 1:25

The foregoing instrument was acknowledged before me this
11th day of February, 1998, by RICHARD H. ROTH
who is personally known to me, or, if not, produced the following
form of identification: _____

Notary Public

Sign: Charlotte Coury

Print: _____

My commission expires:
My commission number:



Charlotte Coury
MY COMMISSION # CC517082 EXPIRES
December 20, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the
above-stated corporation, at the place designated in this
certificate, I hereby agree to act in this capacity, and I
further agree to comply with the provisions of all statutes
relative to the proper and complete performance of my duties.

Richard H. Roth
Richard H. Roth, Resident Agent

Dated: February 11, 1998