

P98'00000 22849

BENJAMIN S. KENNEDY, JR., P.A.

399 W. Palmetto Park Road

Suite #106

Boca Raton, Florida 33432

(561) 750-8535

Fax: (561) 750-8597

March 6, 1998

Secretary of State  
Division of Corporations  
409 East Gaines Street (32301)  
Post Office Box 6327  
Tallahassee, FL 32314

900002450889--8  
-03/03/98--01033--013  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Talk, Inc.

Dear Sir or Madam:

Enclosed are two (2) original Articles of Incorporation and Registered Agent forms for the captioned corporation.

One (1) original is to be filed in your office and one (1) original is to be certified and returned to this office. Also enclosed is a check in the amount of \$122.50 payable to the Secretary of State for:

Receiving, filing and indexing Articles of Incorporation	\$ 35.00
Certified copy of Articles of Incorporation	52.50
Registered Agent Fee	<u>35.00</u>
TOTAL	\$122.50

FILED  
98 MAR -9 AM 11:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

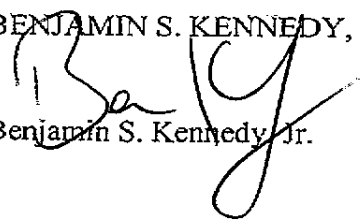
B. BROCK MAR 11 1998

Secretary of State  
Division of Corporations  
March 6, 1998  
Page 2

Please telephone me if there is any reason why these requests cannot be met promptly.  
Thank you for your attention to these matters.

Sincerely,

BENJAMIN S. KENNEDY, JR., P.A.

  
Benjamin S. Kennedy Jr.

/bkjr  
Enclosures

**ARTICLES OF INCORPORATION  
OF  
TALK, INC.**

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, Florida Statutes §607.0101, et seq., hereby adopts the following Articles of Incorporation:

ARTICLE ONE

1.01 The name of this corporation is TALK, INC.

ARTICLE TWO

2.01 The corporation is to have perpetual existence.

ARTICLE THREE

3.01 The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act. The corporation shall have all powers permitted to a corporation under the Florida Business Corporation Act as enumerated in Florida Statute §607.0302 and §607.0303.

ARTICLE FOUR

4.01 The aggregate number of shares which the corporation shall have the authority to issue is 10,000, all of which shall be common shares with a par value of \$1.00 per share.

ARTICLE FIVE

5.01 The street address of the initial registered office of the corporation is 33 SW 14th Avenue, Boca Raton, FL 33486 and the name of the initial Registered Agent at that address is Donna Kroll.

**FILED**  
98 MAR -9 AM 11:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE SIX

6.01 The name and address of the incorporator of this corporation is:

<u>Name</u>	<u>Address</u>
Donna Kroll	33 SW 14th Avenue Boca Raton, FL 33486

ARTICLE SEVEN

7.01 Two (2) directors shall constitute the initial Board of Directors of the corporation, but the Bylaws may provide for such increase or decrease in number thereof as is authorized by law.

7.02 The name and address of the member of the first Board of Directors is:

<u>Name</u>	<u>Address</u>
Donna Kroll	33 SW 14th Avenue Boca Raton, FL 33486
Lloyd Ramdeen	33 SW 14th Avenue Boca Raton, FL 33486

ARTICLE EIGHT

8.01 Nothing in these Articles of Incorporation shall be taken to limit the power of this corporation.

ARTICLE NINE

9.01 The effective date of this corporation shall be the date filed with the Secretary of State of Florida.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of  
Incorporation this 5 day of March, 1998.

By: Donna Kroll  
Donna Kroll,  
Incorporator

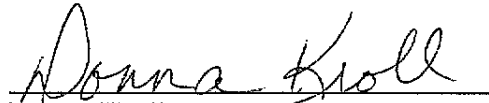
ptk5\docs\artinc,tal

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that TALK, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 33 SW 14th Avenue, Boca Raton, FL 33486.

Second, named Donna Kroll, located at 33 SW 14th Avenue, Boca Raton, FL 33486, as its Agent to accept service of process within Florida.



Donna Kroll,  
Incorporator

Date: 3-5, 1998

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 provisions of all Statutes relative to the proper and complete performance of my duties.



Donna Kroll,  
Registered Agent

Date: 3-5, 1998

**FILED**  
98 MAR -9 AM 11:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA