

P98000036991

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: PSI Marketing, Inc.

Enclosed are an original and one copy of the articles of incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation.

___ \$70.00
Filing Fee

___ \$78.75
Filing Fee &
Certificate

___ \$122.50
Filing Fee &
Certified Copy

✓ \$131.25
Filing Fee,
Certified Copy,
& Certificate

FROM: R. Spencer Rhodes
Florida Bar No. 120030
126 East Jefferson Street
Orlando, Florida 32801
(407) 843-4310
(407) 649-3038 (fax)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK APR 23 1998

ARTICLES OF INCORPORATION

ARTICLE I. CORPORATE NAME

The name of this corporation is PSI Telecom, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation are 800 Paul Street, Suite A, Orlando, Florida, 32808.

ARTICLE III. CAPITAL STOCK

The maximum number of shares this corporation is authorized to issue is 1,000, all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent are R. Spencer Rhodes, 126 East Jefferson Street, Orlando, Florida, 32801.

ARTICLE V. INCORPORATORS

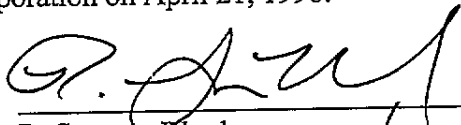
The name(s) and street address(es) of the incorporator(s) of these articles of incorporation are

<u>Name</u>	<u>Address</u>
Patrick Fitchner	380 South State Road 434 Apt. #1004-230 Altamonte Springs, Florida 32714

ARTICLE VI. INITIAL DIRECTORS

The initial number of directors of the corporation is one (1). The name and address of the initial director are Patrick Fitchner, 380 South State Road 434, Apt. #1004-230, Altamonte Springs, Florida, 32714. The number of directors may be increased or decreased in accordance with the bylaws.

The undersigned has executed these articles of incorporation on April 21, 1998.



R. Spencer Rhodes
Incorporator

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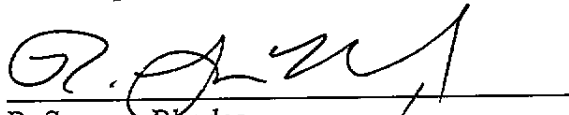
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF F.S. 607.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: PSI Telecom, Inc.
2. The name and address of the registered agent and office is:

R. Spencer Rhodes
126 East Jefferson Street
Orlando, Florida 32801

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



R. Spencer Rhodes
April 21, 1998

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