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COVER LETTER FOR FILING ARTICLES

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-05/29/98--01046--003
*****70.00 *****70.00

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

expedite address: 409 E. Gaines Street
Tallahassee, FL 32399

Filing Fee.....\$70
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RE: SohoTalk, Inc.

Dear Secretary of State:

Enclosed is an original and a copy of the proposed Articles of Incorporation of the above listed corporation(s). Please file the original Articles and fax a copy of the filed articles to (314) 664-2442. You may call me at (314) 965-4988 with any problems or questions.

Please return the copies in the enclosed envelope to:

U.S. CORPORATIONS, INC.
ATTN: KELLY
1380 SOUTH KINGS HIGHWAY
ST. LOUIS, MO 63110

Sincerely,

Steven Chase
Incorporator
U.S. Corporations, Inc.

FILED
98 MAY 29 AM 10:24
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

6-2-98
AM

Secretary of State
Corporations Division
State of Florida

ARTICLES OF INCORPORATION
OF
SohoTalk, Inc.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned natural person(s) of the age of eighteen years or more for the purpose of forming a corporation pursuant to section 607.0202, Florida Statutes, adopt the following Articles of Incorporation:

ARTICLE ONE: The name of the corporation is :

SohoTalk, Inc.

ARTICLE TWO: The address of the corporation's initial registered office in this state is:

55 Ocean Lane Drive
Key Biscayne, Florida 33149

The initial agent at such address is **Bob McAllister**.

ARTICLE THREE: The aggregate number of shares of common capital stock which the corporation has authority to issue is 5,000 having no par value.

No preferences, qualifications, limitations, or restrictions in respect to the shares shall be set.

ARTICLE FOUR: The preemptive right of a shareholder to acquire additional shares shall not be limited or denied.

ARTICLE FIVE: The name and place of residence of the incorporator is as follows:

Steven P. Chase
7536 Forsyth
Suite 178
Clayton, MO 63105

ARTICLE SIX: The number of directors to constitute the board of directors is **three (3)**.

The names and address of the persons who are to serve as members of the initial Board of Directors of the corporation are as follows:

Bob McAllister
55 Ocean Lane Drive
Key Biscayne, Florida 33149

Richard Grant
55 Ocean Lane Drive
Key Biscayne, FL 33149

Robert Millet
55 Ocean Lane Drive
Key Biscayne, FL 33149

ARTICLE SEVEN: The duration of the corporation is perpetual.

ARTICLE EIGHT: The general purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Florida, other than the banking business, the trust company business, or the practice of a profession permitted to be incorporated by the State of Florida. The specific purpose of this corporation is Software.

ARTICLE NINE: The address of the business office or headquarters is:

55 Ocean Lane Drive
Key Biscayne, Florida 33149

The mailing address is the same as above.

ARTICLE TEN: The corporation will commence business upon the file date assigned by the Secretary of States office.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed this 5/28/98.

Incorporator: Steven P. Chase
U. S. Corporation On Line, Inc.

Signature: _____


Steven P. Chase-Incorporator

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

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

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

Bob McAllister
55 Ocean Lane Drive
Key Biscayn, Florida 33149

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.

X Bob McAllister 5/28/98
Bob McAllister Date

DIVISION OF CORPORATIONS, PO BOX 8327, TALLAHASSEE, FL 32314

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