

**CORPORATE
ACCESS,
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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Articles

1.) Tele - Direct, Inc.
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SPECIAL INSTRUCTIONS

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98 JUL -9 AM 10:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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DIVISION OF CORPORATION

P. Hall

JUL 9 1998

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ARTICLES OF INCORPORATION
of
TELE-DIRECT, INC.

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TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be:

Tele-Direct, Inc.

ARTICLE II

The initial principal place of business and mailing address shall be:

3300 NE 36th Street
Suite 211
Fl. Lauderdale, FL 33308

ARTICLE III

The corporation may engage in any activity permitted by the laws of the United States and the State of Florida.

ARTICLE IV

The corporation shall have perpetual existence.

ARTICLE V

The number of shares of stock that the corporation is authorized to have outstanding at any time shall be 1,000 shares of common stock having a par value of \$1.00, fully paid and non-assessable.

ARTICLE VI

The name of the initial Registered Agent shall be David Fraser, and the address of the initial Registered Agent shall be 3300 NE 36th Street, Suite 211, Ft. Lauderdale, FL 33308.

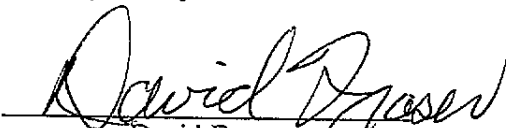
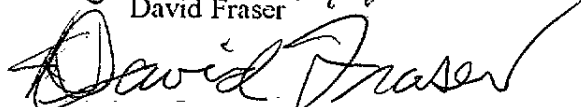
ARTICLE VII

The name and address of the incorporator to these Articles of Incorporation is:

David Fraser
3300 NE 36th Street
Suite 211
Ft. Lauderdale, FL 33308

ARTICLE VIII

I, the undersigned Incorporator, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and correct, and accordingly have hereunto set my hand and seal this 8th day of July 1998.


David Fraser


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

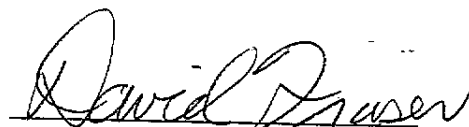
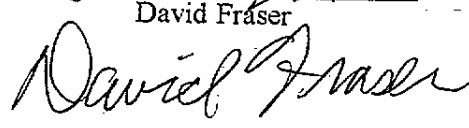
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent in the State of Florida.

The name of the Corporation is **Tele-Direct, Inc.**

The name and address of the Registered Agent and Registered Office is:

David Fraser
3300 NE 36th Street
Suite 211
Ft. Lauderdale, FL 33308

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.


David Fraser

David Fraser
Date July 8/98