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September 22, 1998

Secretary of State  
Division of Corporations  
The Capital  
Tallahassee, Florida 32399

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-09/25/98--01045--010  
\*\*\*\*131.25 \*\*\*\*131.25

RE: Tel-Audit Consulting Group, Inc.

Dear Sir:

Enclosed please find two copies of the articles of incorporation for the above referenced corporation along with a check in the amount of \$131.25. Please return a certified copy and certificate in the enclosed pre-paid envelope.

Should you have any questions, please contact me a 1-561-716-3777

Very truly yours,



Nick J. DiFrancesco

enclosures

FILED  
98 SEP 25 AM 10:14  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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**ARTICLES OF INCORPORATION**  
**OF**  
**TEL-AUDIT CONSULTING GROUP, INC.**

98 SEP 25 AM 10:14  
TALLAHASSEE, FLORIDA

**ARTICLE I: NAME**

The name of the Corporation shall be:

TEL-AUDIT CONSULTING GROUP, INC.

**ARTICLE II: PURPOSE**

To engage in and carry on any business activities permitted under the laws of the United States and the State of Florida. The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE III: PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

133B EAST PALMETTO PARK ROAD  
BOCA RATON, FLORIDA 33432

**ARTICLE IV: CAPITAL STOCK**

This corporation is authorized to issue a maximum of 100 shares of \$1.00 par value common stock, which shall be designated "Common Shares".

**ARTICLE V: VOTING RIGHTS**

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

**ARTICLE VI: PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VII: INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is:

Mr. Nick J. DiFrancesco  
450 NW 20 Street, #307E  
Boca Raton, Florida 33431

**ARTICLE VIII: INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) directors initially, the number of directors may increase from time to time by the by-laws, but shall never be less than one (1).

The name and address of the initial directors of this corporation is:

Mr. Nick J. DiFrancesco  
450 NW 20 Street, #307E  
Boca Raton, Florida 33431

Mr. E. Louis Fields  
P.O Box 385  
Pompano Beach, Florida 33064

**ARTICLE IX: INCORPORATOR**

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


Mr. Nick J. DiFrancesco  
450 NW 20 Street, #307E  
Boca Raton, Florida 33431


**ARTICLE X:**

Each Director and Officer of the Corporation, whether or not then in office, shall be indemnified by the Corporation against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceedings in which he may be involved or to which he may be made a party by reason of his being or having been a director or an officer of the Corporation (said expensed to include attorneys' fees and the costs of reasonable settlements made with a view of curtailment of costs of litigation), except in relation to matters as to which he finally shall be adjudged in any such action, suit or proceedings as to have been derelict in the performance of his duty, as such Officer or Director.

Such right of indemnification shall be exclusive of any other rights to which a Director or an Officer may be entitled under any regulations, agreements, vote of stockholders or to which he may be entitled as a matter of law, and the rights of indemnification shall inure to the benefit of the heirs, executors and the administrators of any such Director or Officer.

The undersigned have executed these Articles of Incorporation this 22ND day of SEPTEMBER, 1998.

  
Mr. Nick J. DiFrancesco, President/Treasurer

  
Mr. E. Louis Fields, Vice President/Secretary

STATE OF FLORIDA  
COUNTY OF BROWARD

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared MR. NICK J. DIFRANCESCO and MR. E. LOUIS FIELDS known to me and known to me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this \_\_\_\_\_ day of \_\_\_\_\_, 1998.

\_\_\_\_\_  
Notary Public, State of Florida

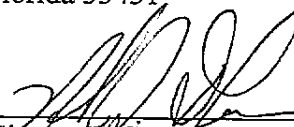
My commission expires:

1. The name of the corporation is:

TEL-AUDIT CONSULTING GROUP, INC.

2. The name and address of the registered agent and office is:

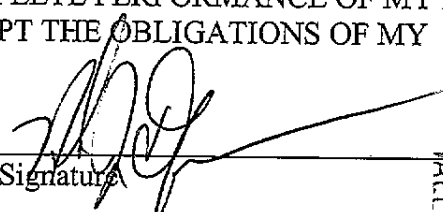
Mr. Nick J. DiFrancesco  
450 NW 20 Street, #307E  
Boca Raton, Florida 33431

  
Signature/Corporate Officer

President  
Title

SEPT 22 1998  
Date

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATIO AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HERTEBY ACCEPT THE APPOITMNET AS REGISTERED AGEND 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.

  
Signature

SEPT 22 1998  
Date

RECEIVED  
STATE  
TALLAHASSEE FLORIDA

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FILED