

BAILEY HARPER CRONIG
BAKER ARENCIBIA & AGUDO
A PROFESSIONAL ASSOCIATION, ATTORNEYS AT LAW

P98000087076

October 7, 1998

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

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-10/09/98-01043-016
*****70.00 *****70.00

RE: Articles of Incorporation for Telecommunications
Monitoring Services, Inc.

Dear Sir/Madam:

Enclosed please find the following:

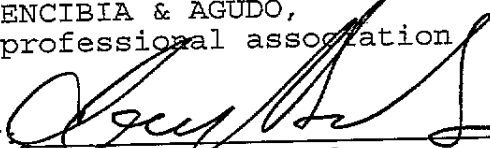
1. The original and one copy of the Articles of Incorporation for Telecommunications Monitoring Services, Inc., a for profit corporation formed under the Florida Business Corporation Act.
2. A Certificate of Designation of Registered Agent, signed by the Registered Agent.
3. A check in the amount of \$70.00, payable to the Secretary of State of Florida, representing payment of the filing fee for the Articles of Incorporation and for the Certificate of Designation of and Acceptance by Registered Agent.

Please return to the undersigned at the above address, the proof of incorporation.

Very truly yours,

Sincerely,

BAILEY HARPER BAKER
ARENCIBIA & AGUDO,
a professional association

By 
Christopher Hudson
Paralegal Clerk

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telmon.inc
10/7/98
Enclosures

FILED
98 OCT -9 AM 11:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
Telecommunications Monitoring Services, Inc.

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FILED
SECRETARY OF STATE
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 NAME

The name of the corporation is:

Telecommunications Monitoring Services, Inc.
a profit corporation

ARTICLE II PRINCIPAL OFFICE

The address of the principal place of business and the mailing address of the corporation is:

Bailey Harper Baker
Arencibia & Agudo
a professional association
300 Courvoisier Centre
501 Brickell Key Drive
Miami, Florida 33131-2623

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Thousand Shares, all of which shall be
Common Shares, \$.01 par value per share.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

As set forth in the Registered Agent's written acceptance of his appointment which is delivered to the Department of State, together with these Articles of Incorporation, the name and address of the initial Registered Agent for the corporation is:

Guy B. Bailey Jr., Esquire
Bailey Harper Baker Arencibia & Agudo
a professional association
Courvoisier Centre, Suite 300
501 Brickell Key Drive
Miami, Florida 33131-2623


ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is: **Telecommunications Monitoring Services, Inc. a profit corporation**

Guy B. Bailey Jr., Esquire
Bailey Harper Baker Arencibia & Agudo
a professional association
Courvoisier Centre, Suite 300
501 Brickell Key Drive
Miami, Florida 33131-2623

The undersigned incorporator has executed these Articles of Incorporation this 7 day of October, 1998.

Signature of Incorporator


Guy B. Bailey Jr.

CERTIFICATE OF DESIGNATION

OF

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office and registered agent in the State of Florida.

1. The name of the corporation is

Telecommunications Monitoring Services, Inc. a profit corporation

2. The name and address of the Registered Agent and the office of the corporation:

Guy B. Bailey Jr., Esquire
Bailey Harper Baker Arencibia & Agudo
a professional association
Courvoisier Centre, Suite 300
501 Brickell Key Drive
Miami, Florida 33131-2623

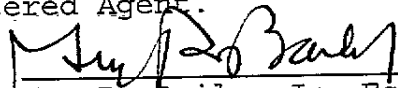
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TALLAHASSEE, FLORIDA

DATED, October 7, 1998 P.E. Telecommunications Services, Inc.

BY: 
William B. Harper, Secretary

Having been named as Registered Agent to accept Service of Process at the above stated corporation at the place designated in this certificate, I hereby accept 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.


Guy B. Bailey Jr. Esquire
DATED: October 7, 1998

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TALLAHASSEE, FLORIDA