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ADORNO ZEDER

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: ADORNO & ZEDER, P.A.
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NAME: VIDEOCALL MIAMI, INC.

AUDIT NUMBER.....H98000021659

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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**ARTICLES OF INCORPORATION
OF
VIDEOCALL MIAMI, INC.**

ARTICLE I - NAME AND BUSINESS ADDRESS

The name of this Corporation is VideoCall Miami, Inc. Its principal office address and business mailing address is c/o Dennis J. Olle, Esq., 2601 South Bayshore Drive, Suite 1600, Miami, Florida 33133.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 100,000 shares of common stock, having a par value of \$.01 per share.

**ARTICLE V - INITIAL
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation shall be 2601 South Bayshore Drive, Suite 1600, Miami, Florida 33133, and the initial registered agent of this Corporation at such office shall be A Z Registered Agent Corporation, which upon accepting this

This document prepared by:
Justin T. Wilson
2601 S. Bayshore Drive
Suite 1600
Miami, FL 33133
(305) 858-5555

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designation agrees to comply with the provisions of Chapters 48 and 607, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one member. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than seven. The name and address of the director constituting the initial Board of Directors is:

Name

Michael J. Zwebner

Address

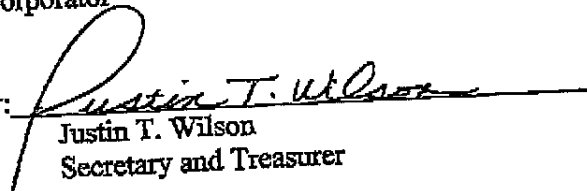
c/o Dennis J. Olle, Esq.
2601 South Bayshore Drive
Suite 1600
Miami, Florida 33133

ARTICLE VII - INCORPORATOR

The name and street address of the entity signing these Articles of Incorporation as Incorporator is A Z Registered Agent Corporation, 2601 S. Bayshore Drive, Suite 1600, Miami, FL 33133.

A Z REGISTERED AGENT CORPORATION,
Incorporator

By:


Justin T. Wilson

Secretary and Treasurer

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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for VideoCall Miami, Inc., at the place designated in the Articles of Incorporation, A Z Registered Agent Corporation agrees to act in this capacity and is familiar with, and accepts, the obligations of such position, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Dated: November 19, 1998

A Z REGISTERED AGENT CORPORATION,
Registered Agent

By: Justin T. Wilson

Justin T. Wilson
Secretary and Treasurer

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