

INTERACTIVE CALL SOLUTIONS, INC.
855 SW 78th Avenue
Plantation, FL 33324

Ph: (954) 453-7000
Fax: (954) 453-7039

P98000097960

November 16, 1998

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*****78.75 *****78.75

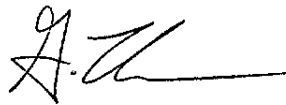
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32399

Dear Sir/Madam:

Enclosed please find Articles of Incorporation for Interactive Call Solutions, Inc., as well as a check in the amount of \$78.75 which represents the filing for these Articles. Please forward the Certification and Confirmation Letter to the above address.

If you have any questions, please do not hesitate to contact me.

Very truly yours,



Gavin Kahn
General Counsel

GK/dd
Enclosure

FILED
98 NOV 17 AM 8:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SD
11/23

**ARTICLES OF INCORPORATION
OF
INTERACTIVE CALL SOLUTIONS, INC.**

The undersigned, has executed the following document as incorporator of the above-named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

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NOV 17 AM 8:08
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation shall be INTERACTIVE CALL SOLUTIONS, INC.

ARTICLE II - EXISTENCE

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 855 SW 78th Avenue, Plantation, FL 33324.

ARTICLE IV - NATURE OF BUSINESS

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute §607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any and all lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary of convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute §607.014;

ARTICLE V - SHARES

The aggregate number of share which this corporation shall have authority to issue is the total sum of 1,000 shares, having an individual par value of \$1.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only (1) class of stock of this corporation.

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent shall be: Michael Pardes, 855 SW 78th Avenue, Plantation, FL 33324.

ARTICLE V - DIRECTORS

The initial Board of Directors shall consist of a total of 5 persons and the names and addresses of the persons who are to serve are: Michael Pardes (President/Chief Operating Officer), 855 SW 78th Avenue, Plantation, Florida 33324; Ted Liebowitz (Chief Executive Officer), 162 E. 64th Street, New York, NY 10021; and Howard Markowitz (Secretary/Treasurer), 855 SW 78th Avenue, Plantation, Florida 33324, Nelson Braff, 162 E. 64th Street, New York, NY 10021; and Sara Liebowitz, 162 E. 64th Street, New York, NY 10021.

ARTICLE V - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are: Michael Pardes, 855 SW 78th Avenue, Plantation, FL 33324.



Signature of Incorporator

11-10-98

Date

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
98 NOV 17 AM 8:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

First that INTERACTIVE CALL SOLUTIONS, INC. desired to organize under the laws of the State of Florida, with its principal office, as indicated in the articles of incorporation, has named Michael Pardes, located at Plantation, County of Broward, State of Florida, as its agent to accept service of process within this state.

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.

Michael Pardes
Signature of Registered Agent

11-10-98
Date