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To:

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Account Name :

: EMPIRE CORPORATE KIT COMPANY

Account Number: 072450003255

: U/2450003255 : (305)541-3694

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: (305)541-3770

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CRETARY OF STATE

AMASSEE STORINA

FLORIDA PROFIT CORPORATION OR P.A.

MARTEL COMMUNICATIONS, INC.

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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

December 8, 1998

EMPIRE

SUBJECT: MARTEL COMMUNICATIONS, INC.

REF: W98000027376

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THE NAME CONFLICT IS MARTEL COMMUNICATIONS, L.C. #L95000000417.

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ARTICLES OF INCORPORATION

OF

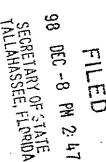
MARTEL TELEMARKETING, INC.

These Articles are in compliance with Chapter 607, F.S.

Article I

The name of this corporation shall be:

MARTEL TELEMARKETING, INC.



Article II

This corporation shall commence existence upon the date of filing with the Division of Corporations, state of Florida, and shall have perpetual existence.

Article III

The principal place of business and mailing address of this corporation shall be: 8070 N.W. 53 STREET, SUITE 105 MIAMI, FL 33131

Article IV

The general nature of business of this corporation is to transact any and all lawful business.

Article V

The number of shares which this corporation shall have authority to issue is 100 shares, having an individual par value of \$10.00

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

Article VI

The name and street address of the initial Registered Agent of this corporation shall be: RAUL FLORES, ESQ.
1110 BRICKELL AVENUE, 7th FLR.
MIAMI, FL 33131

PREPARED BY: RAY STORMONT, EMPIRE CORPORATE KIT COMPANY, 1492 WEST FLAGLER STREET, #200, MIAMI, FL 33135, (305) 541-3694

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Article VII

The initial board of Directors shall consist of a total of 1 person(s) and the name and address of the person(s) who are to serve as an initial director(s)

WILLIAM L. HANDLEY PRES./DIREC.

8070 N.W. 53 STREET, SUITE 105 MIAMI, FL 33166

Article VIII

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

EMPIRE CORPORATE KIT OF AMERICA, INC. 1492 WEST FLAGLER STREET #200 MIAMI, FL 33135

The undersigned has executed these Articles of Incorporation this <u>STH</u> day of <u>DECEMBER</u>, 1998.

Ray Stormont, President
Signing for
Empire Corporate Kit of America, Inc.

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REGISTERED AGENT/REGISTERED OFFICE

CERTIFICATE OF DESIGNATION

Pursuant to the provisions of section 607.0501, Florida Statutes affice 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 th	AT MARCEL TELEMARKETEING THE
	(Name of Corporation)
desiring to o	ganize under the laws of the State of
_	(Fiorida)
with its princi	ipal office, as indicated in the articles of incorporation has
named	RAUL FLORES, ESQ.
<u> </u>	(Name of Registered Agent)
located at	1110 Brickell Avenue, 7th FL. Miami, FL 33131
City ofK	iami County of Dads State of Florida, as its
-	
agent to acce	ept 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.

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