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Fax Number : (850) 922-4001

From:  
Account Name : EMPIRE CORPORATE KIT COMPANY  
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MARTEL COMMUNICATIONS, INC.

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Secretary of State

December 8, 1998

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SUBJECT: MARTEL COMMUNICATIONS, INC.  
REF: W98000027376

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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

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Neysa Culligan  
Document Specialist

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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.

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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 8TH day of DECEMBER, 1998.

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

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 807.0501, 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 MARTEL TELEMARKETING, INC.

(Name of Corporation)

desiring to organize under the laws of the State of Florida

(Florida)

with its principal office, as indicated in the articles of incorporation has

named RAUL FLORES, ESQ.

(Name of Registered Agent)

located at 1110 Brickell Avenue, 7th FL, Miami, FL 33131

City of Miami County of Dade 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.

SIGNATURE *Raul Flores*

Registered Agent

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