

P98000108111

LAW OFFICES
PAYNE & JONES

CHARTERED

HOWARD E. PAYNE (1901-1976)
W. C. JONES (1908-1970)

KEITH MARTIN
H. THOMAS PAYNE
JOHN H. JOHNTZ, JR.
EDWARD M. BOYLE
THOMAS K. JONES
DAVID K. MARTIN
JODDE OLSEN LANNING
THOMAS L. GRISWOLD
SUSAN S. BAKER
CHRIS W. HENRY
KIP A. KUBIN
STEPHEN D. MCGIFFERT
MARK S. GUNNISON

COMMERCE TERRACE
COLLEGE BOULEVARD AT KING
11000 KING
P. O. BOX 25625
OVERLAND PARK, KS 66225-5625
(913) 469-4100
(KANSAS CITY)
TELECOPIER: (913) 469-8182

3145 BROADWAY
KANSAS CITY, MO 64111
(816) 960-3600

JAMES J. CRAMER
DONALD R. WHITNEY
DAVID R. SMITH
JON W. GILCHRIST
MICHAEL B. LOWE
STEVEN L. PASSER
J. TYLER PETERS
ROGER H. TEMPLIN
ROBERT E. JAMES
JOSEPH W. BOOTH
OF COUNSEL
ROBERT P. ANDERSON

December 22, 1998

Florida Department of State
Division of Corporations
Box 6327
Tallahassee, FL 32314

IN RE: The Tremper Group, Inc.

600002723456--0
-12/28/98--01093--002
*****8.75 *****8.75
600002723456--0
-12/28/98--01093--001
*****78.75 *****78.75

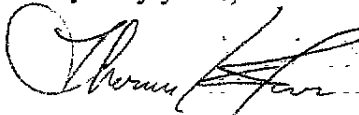
Gentlemen:

Enclosed please find duplicate originals of Articles of Incorporation being filed on behalf of the above entity. Also enclosed is a check in the amount of \$78.75 to cover the requisite filing fee.

Also enclosed is our separate check in the amount of \$8.75 to cover the cost of one (1) CERTIFIED copy of the Articles of Incorporation. This copy is need for our qualification application in Arizona.

If you have any questions concerning this filing, please feel free to contact me.

Very truly yours,



Thomas K. Jones
for Payne & Jones, Chartered

TKJ/kb
Enclosures
cc: The Tremper Group, Inc.

FILED
98 DEC 28 PM 8:21
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ajc
12/31

ARTICLES OF INCORPORATION

OF

The Tremper Group, Inc.

ARTICLE I

Name

The name of this corporation is The Tremper Group, Inc.

ARTICLE II

Principal Place of Business; Registered Office And Registered Agent

The principal place of business and registered office of the corporation in the state of Florida, County of Palm Beach, is at 1147 B South Drive, Del Ray Beach, FL 33445. The registered agent at that address is Richard M. Tremper.

ARTICLE III

Nature Of Business

The nature of the business or purposes to be conducted or promoted are:

- (a) To own and operate a business engaged in providing telemarketing services through call centers and related services.
- (b) To engage in any lawful conduct or activity for which corporations may be organized under the Florida state statutes.

ARTICLE IV

Capital Stock

This corporation is authorized to issue Thirty Thousand (30,000) shares of common stock with a par value of One Dollar (\$1.00) per share.

FILED
98 DEC 28 PM 8:21
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLE V
Incorporator

The name and mailing address of the Incorporator are as follows:

Richard M. Tremper
1147 B South Drive
Del Ray Beach, FL 33445

ARTICLE VI
Initial Director

The powers of the Incorporator are to terminate upon the filing of these Articles of Incorporation, and the name and mailing address of each person who is to serve as director until the first annual meeting of stockholders or until a successor is elected and qualified person is as follows:

Richard M. Tremper
1147 B South Drive
Del Ray Beach, FL 33445

ARTICLE VII
Indemnification of Directors

Any individual serving as a member of the Board of Directors of the Corporation shall have no liability to the Corporation or any of its shareholders for monetary damages for breach of fiduciary duty as a director; provided, however, that such elimination of liability of such individual shall not apply (a) for any breach of such director's duty of loyalty to the Corporation or its stockholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) for any liability arising under the provisions of K.S.A. 17-6424 and any amendments thereto, or (d) for any transaction from which such director derived an improper personal benefit.

ARTICLE VIII
Bylaws

The power to adopt, repeal and amend the bylaws of this corporation shall reside in the Board of Directors of this corporation.

FILED

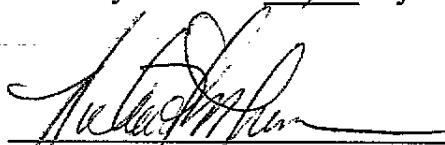
98 DEC 28 PM 8:21

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLE IX
No Cumulative Voting

At all elections of directors of this Corporation and for the purposes of all other matters upon which stockholders are entitled to vote, each stockholder shall be entitled to as many votes as shall equal the number of shares of stock held by that stockholder. No cumulative voting shall be permitted.

IN TESTIMONY WHEREOF, I have hereunto set my name this 17 day of December, 1998.


Richard M. Tremper

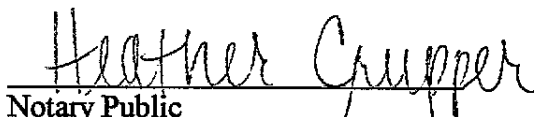
STATE OF FL.

COUNTY OF Palm Beach

SS: 459-66-2322

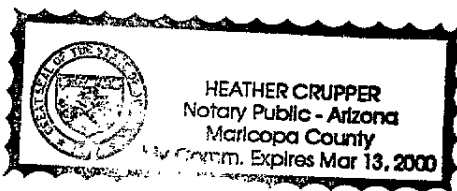
Personally appeared before me, a Notary Public, in and for said County and said State, the above named, who is personally known to me to be the same person who executed the foregoing instrument in writing, and duly acknowledged the execution of the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 17 day of December, 1998.


Notary Public

My Appointment Expires:

March 13, 2000



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.


Richard M. Tremper, Registered Agent

Date 12/17/98