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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

INNOVATIVE VOICE SYSTEMS, INC.

F. CHESSEB JAN 11 1999

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION
OF
INNOVATIVE VOICE SYSTEMS, INC.**

The undersigned does hereby execute, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: INNOVATIVE VOICE SYSTEMS, INC. The street address of the initial principal office and the mailing address of this corporation shall be 2200 W. Commercial Boulevard, Suite 300, Fort Lauderdale, Florida 33309.

ARTICLE II. DURATION

This corporation shall commence its perpetual existence upon the filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE III. NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the corporation shall have the authority to issue shall be as follows:

<u>Number of Shares</u>	<u>Par Value</u>	<u>Class of Stock</u>
1,000	\$.01	Common

All of said stock shall be payable in cash, real or personal property, or labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

ARTICLE V. REGISTERED OFFICE & AGENT

The street address of the initial registered office of the corporation shall be 2200 W. Commercial Boulevard, Suite 300, Fort Lauderdale, Florida 33309 and the name of the initial registered agent of the corporation at that address is: David Valdes.

JENNIFER PARKINS RABIN, FSO.
1101 BRICKELL AVE. #800
MIAMI, FL 33131
(305) 373-3232 FBNO. 965642

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ARTICLE VI. DIRECTORS

This corporation shall have three directors, unless the shareholders shall, by majority vote hereafter, increase the number of directors or determine that the corporation be managed by the shareholders. The names and addresses of the initial directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified, shall be:

Jordan Zimmerman
2200 W. Commercial Boulevard, Suite 300
Fort Lauderdale, Florida 33309

John Harvey
2200 W. Commercial Boulevard, Suite 300
Fort Lauderdale, Florida 33309

David Valdes
2200 W. Commercial Boulevard, Suite 300
Fort Lauderdale, Florida 33309

ARTICLE VII. OFFICERS

In accordance with the Bylaws, the board of directors may appoint a chief executive officer, a president, one or more vice presidents, a treasurer, a secretary and such other officers as deemed appropriate, all of whom shall serve at the discretion of the board of directors.

ARTICLE VIII. INCORPORATOR

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

David Valdes
2200 W. Commercial Boulevard, Suite 300
Fort Lauderdale, Florida 33309

ARTICLE IX. LIMITED LIABILITY

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of such shareholders to the corporation.

ARTICLE X. INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law for such acts of the officer or director or former officer or director while acting in a corporate capacity.

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation in the State of Florida as of the 28th day of December, 1998.

By: 

David Valdes

ACCEPTANCE OF REGISTERED AGENT

Having been appointed the registered agent of, the undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations imposed by Florida Statutes Sections 607.0501 and 607.0502 on the undersigned as registered agent.

Executed as of the 28th day of December, 1998.


David Valdes

Registered Agent

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