

P 99000054034

FROM
 VISUAL FONE NET INC
 STE 604
 10185 COLLINS AVE
 MIAMI HARBOR FL 33154

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Talk Video Corporation
 (Corporation Name) (Document #)

2. _____ (Corporation Name) (Document #) 000002903500--3
 06/14/99 01092--013
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3. _____ (Corporation Name) (Document #)

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- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

| NEW FILINGS | |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|--|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/ Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/ QUALIFICATION | |
|-----------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

FILED
 99 JUN 14 AM 9:19
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

[Handwritten signature]

Examiner's Initials

Articles of Incorporation

of

TalkVideo Corporation

FILED
JUN 14 AM 9:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby establishes the following for the purposes of becoming a corporation under the laws of the State of Florida, by and under the provision of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

Article I

The name of this corporation shall be **TalkVideo Corporation**

Article II

This corporation is organized for the following purposes: To engage in the business of communications, tele-communications, consulting, sales and any other business related thereto.

Article III

The number of shares of stock that this corporation is authorized to have outstanding is initially set at 10,000,000 shares of Common Stock (10,000,000), with a par value of (.001) per share.

Article IV

Preemptive Rights

There shall be no preemptive rights.

Article V

Corporate Duration

This corporation shall have perpetual duration unless sooner dissolved by law.

Article VI

Initial Registered Office and Agent

The business and mailing address of the Corporation and street address of the initial registered office of this Corporation is 3800 Galt Ocean Dr., #712, Ft. Lauderdale,

Fl. 33308 and the name of the initial registered agent of this Corporation at that address is John R. George.

Article VII

Initial Board of Directors

This Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the Board of Directors pursuant to the by-laws but shall never be less than one person. The name and address of the initial director of the Corporation is as follows: John R. George, is 3800 Galt Ocean Dr., #712, Ft. Lauderdale, Fl. 33308.

Article VIII

By-Laws

The power to adopt, amend, alter or repeal by-laws shall be vested in the Board of Directors and the shareholders of the company, which shall require a 2/3 vote for approval or amendment.

Article IX

Indemnification

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

Article X

Special Provisions

The following special provisions shall govern this Corporation:

- A. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office or directorship in this Corporation.
- B. No contract or other transaction between the Corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the officers or directors of the Corporation is or are interested in or is an officer or director or are officers or directors of such other corporations, and any officers, or officers and directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction of the Corporation or in which the Corporation is interested; and no contract, act, transactions of the Corporation with any person or persons, firm, or corporation, in the absence of fraud, shall be

affected or invalidated by the fact that any officer, or officers and/or directors of the Corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connect with such persons, firm or corporation, and each and every person who may become an officer or director of this Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the Corporation for the benefit of himself or any firm, association or other corporation in which he may be interested.

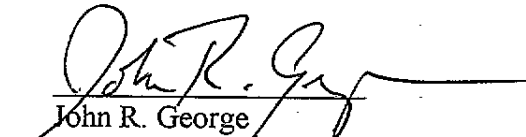
Article XI

Incorporator

The name and address of the person signing these articles is as follows:
is John R. George, 3800 Galt Ocean Dr., #712, Ft. Lauderdale, Fl. 33308.

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99 JUN 14 AM 9:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS HEREOF, the undersigned subscriber has executed these Articles of Incorporation this 11th day of June, 1999.


John R. George
Incorporator, and accepting the
Designation of Registered Agent.

STATE OF FLORIDA }

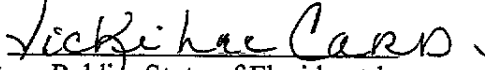
COUNTY OF DADE }

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared John R. George known to me and who has produced a drivers license as identification and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 11th day of June, 1999.



Vicki Lee Card
My Commission CG641044
Expires April 27, 2001

By: 
Notary Public, State of Florida at large
Commission #
My Commission expires: