

999000083413



ACCOUNT NO. : 072100000032

REFERENCE : 381185 7124523

AUTHORIZATION :

Patricia Pugh

COST LIMIT : \$ 70.00

ORDER DATE : September 21, 1999

ORDER TIME : 11:10 AM

200002992572--2

ORDER NO. : 381185-005

CUSTOMER NO: 7124523

CUSTOMER: Mr. Paul Turner
ACCESS AMERICA FINANCIAL CORP.
ACCESS AMERICA FINANCIAL CORP.
6100 Hollywood Blvd.
Suite 700
Hollywood, FL 33024

DOMESTIC FILING

NAME: VIRTUAL CALLCENTERS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 21 PM 3:25

RECEIVED
99 SEP 23 PM 12:09
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
VIRTUAL CALLCENTERS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 21 PM 3: 26

The undersigned, a natural person, for the purpose of organizing a corporation for conducting business and promoting the purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Florida (particularly Chapter 607 of the Florida Statutes), hereby adopts the following Articles of Incorporation:

ARTICLE I – NAME

The name of this corporation is VIRTUAL CALLCENTERS, INC.

ARTICLE II – DURATION

This corporation shall exist perpetuity.

ARTICLE III – PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the State of Florida and the United States of America.

ARTICLE IV – CAPITAL STOCK

This corporation is authorized to issue 500 shares of \$1.00 par value common stock which shall be designated "Common Shares."

ARTICLE V – INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office for service of process of this corporation is 6100 Hollywood Blvd., Suite 700, Hollywood, Florida 33024, and the name of the initial registered agent of this corporation at that address is Paul D. Turner, Esq. The mailing address and principal business office address for the corporation is 6100 Hollywood Blvd., Suite 700, Hollywood, Florida 33024.

ARTICLE VI – INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

NAME	ADDRESS
LAWRENCE B. AUSTIN	7 Foxfire Road Hollywood, Florida 33021

ARTICLE VII – INCORPORATOR

The name and address of the person signing these Articles is:

NAME	ADDRESS
PAUL D. TURNER, ESQ.	6100 Hollywood Blvd., Suite 700 Hollywood, Florida 33024

ARTICLE VIII – BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE IX – AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this revocation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 20th day of September 1999.



PAUL D. TURNER

DESIGNATION OF REGISTERED AGENT

Certificate Designating Place of Business for the Service of Process
Within this State, Naming Agent Upon Whom Process May Be Served.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 21 PM 3:26

(Attached to the Articles of Incorporation of

VIRTUAL CALLCENTERS, INC.

and Made a Part Thereof)

Pursuant to Chapters 48.091 and 607.034, Florida Statutes, the following is submitted in compliance with said Acts and made a part of the Articles of Incorporation of said corporation to which this document is attached:

THAT, VIRTUAL CALLCENTERS, INC. desiring to organize as a corporation under the laws of the State of Florida, with its registered office as indicated in its Articles of Incorporation in the City of Hollywood, County of Broward, State of Florida, has named PAUL D. TURNER as its Registered Agent to accept service of process within this State.

ACCEPTANCE

THAT, 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.



PAUL D. TURNER
Registered Agent