

P990000085396

CAPITOL SERVICES d/b/a
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)

1406 Hays Street, Suite 2

(Address)

Tallahassee, FL 32301 (904) 656-3992

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

600002997246--4

-09/27/99--01057--013

*****70.00 *****70.00

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

1. Fonebox, Inc. (Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

☒ Walk in

☒ Pick up time

9/27

☐ Certified Copy

☐ Mail out

☐ Will wait

☒ Photocopy

☐ Certificate of Status

NEW FILINGS

AMENDMENTS

☒ Profit
☐ NonProfit
☐ Limited Liability
☐ Domestication
☐ Other

☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

OTHER FILINGS

☐ Annual Report
☐ Fictitious Name
☐ Name Reservation

REGISTRATION/
QUALIFICATION

☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 SEP 27 AM 11:04

RECEIVED

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 SEP 27 PM 3:19

FILED

ajc 9/27

ARTICLES OF INCORPORATION
OF
FONEBOX, INC.

WE, THE UNDERSIGNED, being desirous of associating ourselves together for the purposes of becoming a corporation for profit under the laws of the State of Florida, do make, subscribe and acknowledge these Articles of Incorporation, pursuant to Chapter 607 of the Florida Business Corporation Act, and other applicable provisions of the Corporation Law of the State of Florida, and acts amendatory thereof and supplemental thereto.

FIRST: The name of the corporation is:

FONEBOX, INC.

SECOND: The principal place of business and mailing address of this corporation shall be 314 Second Avenue, Suite 3, New York, New York 10003.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the corporation laws of the State of Florida.

FOURTH: The corporation shall be authorized to issue the following shares:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value</u>
COMMON	100,000	NO PAR VALUE

FIFTH: The address of the initial registered and principal office of this corporation in this state is c/o United Corporate Services, Inc., 9200 South Dadeland Blvd. Ste 508, in the City of Miami, County of Dade, State of Florida 33156 and the name of the registered agent at said address is United Corporate Services, Inc.

SIXTH: The name and address of the incorporators are as follows:

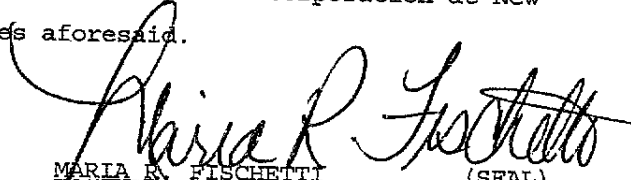
<u>NAME</u>	<u>ADDRESS</u>
Maria R. Fischetti	10 Bank Street White Plains, New York 10606
Robert F. Gilhooley	10 Bank Street White Plains, New York 10606

FILED
SEP 27 PM 3:19
CLERK OF DISTRICT COURT
STATE OF FLORIDA

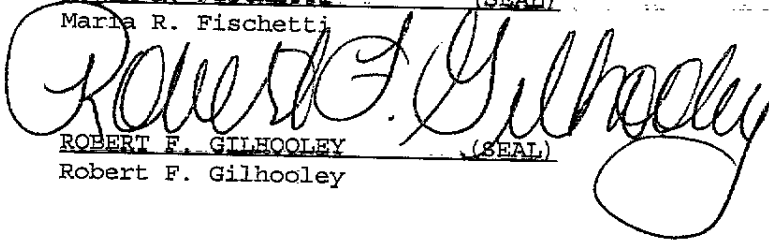
SEVENTH: Any person who was or is a party or is threatened to be made a party to any proceeding, (whether or not by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be entitled to be indemnified by the corporation to the full extent then permitted by law against liability incurred in connection with such proceeding, including any appeal thereof. Such right of indemnification shall incur whether or not the claim asserted is based on matters which antedate the adoption of this Article SIXTH. Such right of indemnification shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall incur to the benefit of the heirs and personal representatives of such a person. The indemnification provided by this Article SIXTH shall not be deemed exclusive of any other rights which may be provided now or in the future under any provision currently in effect or hereafter adopted by the By-Laws, by any agreement, by vote of stockholders, by resolution of disinterested directors, by provision of law, or otherwise.

EIGHTH: No director of the corporation shall be personally liable to the corporation or any other person for monetary damages for breach of fiduciary duty as a director, except for liability (i) for a violation of criminal law, unless the director has reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful, (ii) for any transaction from which the director directly or indirectly derived an improper personal benefit, (iii) under section 607.144 of the Florida General Corporation Act, (iv) for conscious disregard for the best interest of the corporation or willful misconduct, or (v) for recklessness or an act or omission which was committed in bad faith or with a malicious purpose or in a matter exhibiting wanton and willful disregard of human, rights, safety, or property.

IN WITNESS WHEREOF, the undersigned have this twenty-fourth day of
September, 1999 made and subscribed these Articles of Incorporation at New
York, New York for the uses and purposes aforesaid.


MARIA R. FISCHETTI (SEAL)

Maria R. Fischetti


ROBERT F. GILHOOLEY (SEAL)

Robert F. Gilhooley

ACCEPTANCE AS REGISTERED AGENT

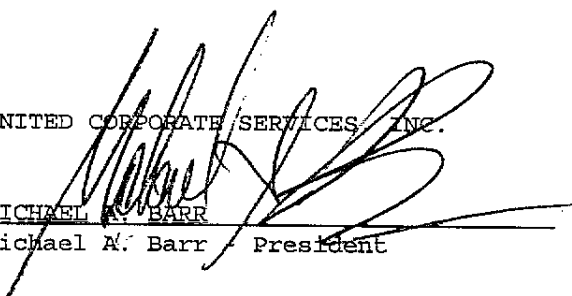
OF

FONEBOX, INC.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: September 24, 1999

UNITED CORPORATE SERVICES, INC.


MICHAEL A. BARR

Michael A. Barr - President

Registered Office Address:

801 Northeast 167th Street - Suite 300
North Miami Beach, Florida 33162

99 SEP 27 PM 3:19
TALLAHASSEE, FLORIDA

FILED