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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CSC THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 402667 7119882

AUTHORIZATION : Patricia Piguto

COST LIMIT : $ 70.00

ORDER DATE : October 7, 1999

ORDER TIME : 11:21 AM

ORDER NO. : 402667-005

CUSTOMER NO: 7119882

000003008860--3

CUSTOMER: Ms. Ella Marcum
DREIER & BARITZ
DREIER & BARITZ
Suite 401
150 East Palmetto Park Road
Boca Raton, FL 33432

DOMESTIC FILING

NAME: OMNICALL ACQUISITION CORP.

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: Janine Lazzarini

EXAMINER'S INITIALS: PH 10/7/99

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

OMNICALL ACQUISITION CORP.

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Pursuant to the provisions of Chapter 607, Florida Statutes, this Corporation adopts the following articles of incorporation:

ARTICLE I - NAME OF CORPORATION:

The name of the corporation shall be **OMNICALL ACQUISITION CORP.**

ARTICLE II - PRINCIPAL OFFICE:

The principal place of business and mailing address of the corporation shall be:

3427 NW 55th Street
Ft. Lauderdale, Florida 33309

ARTICLE III - SHARES:

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 10,000,000 shares of common stock having a par value of $0.01 per share.

ARTICLE IV - INITIAL DIRECTORS AND OFFICERS:

The business of the corporation shall be managed by a Board of Directors. There shall be two (2) directors, initially. The number of Directors may be increased, and after such increase, decreased from time to time by bylaws adopted by the shareholders. In no event shall the number of Directors be less than one. The names, respective titles and addresses of the initial directors and officers of the corporation are:

Name:	Title:	Address:
Kenneth Baritz	Chairman and Chief Executive Officer	3427 NW 55th Street Ft. Lauderdale, Florida 33309
Kevin Griffo	President, Secretary and Treasurer	3427 NW 55th Street Ft. Lauderdale, Florida 33309

ARTICLE V - INDEMNIFICATION:

Any person who was or is a party, or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether or not brought by or in the right of the corporation, by reason of the fact that he or she 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 indemnified by the corporation (unless the conduct of such person is finally adjudged to have been grossly negligent or to constitute willful misconduct), against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding including any appeal thereof. Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation as authorized by this Article. Indemnification hereunder shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person. The foregoing rights of indemnification shall not be deemed exclusive of any other rights to which any such person may otherwise be entitled apart from this Article.

ARTICLE VI - BYLAWS:

The power to adopt, alter, amend or repeal bylaws shall be vested in and is hereby reserved to the shareholders. Bylaws shall be adopted, altered, amended or repealed as provided therein.

ARTICLE VII - INITIAL REGISTERED AGENT AND STREET ADDRESS:

The name and address of the initial registered agent is:

Neil S. Baritz, Esquire
Dreier & Baritz
150 East Palmetto Park Road, Suite 401
Boca Raton, FL 33432

ARTICLE VIII - INCORPORATOR:

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

Neil S. Baritz, Esquire
Dreier & Baritz
150 East Palmetto Park Road, Suite 401
Boca Raton, FL 33432

The undersigned incorporator has executed these Articles of Incorporation this 6th day October, 1999.

Neil S. Baritz, Incorporator

I, Neil S. Baritz, am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Neil S. Baritz, Registered Agent

CERTIFICATE OF DESIGNATION OF

REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is **OMNICALL ACQUISITION CORP.**

2. The name and address of the registered agent and office is:

Neil S. Baritz
Dreier & Baritz
150 East Palmetto Park Road, Suite 401
Boca Raton, FL 33432

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 further familiar with and accept the obligations of my position as registered agent.

(Signature) 10/6/99 (Date)

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