

TRANSMITTAL LETTER

P99000092543

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: True Communications, Inc.
(Proposed corporate name - must include suffix)

700003012657--0
-10/12/99--01045--011
*****70.00 *****70.00

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: John Dickson
Name (Printed or typed)

204 S. Monroe St
Address

Tallahassee FL 32301
City, State & Zip

681-6710
Daytime Telephone number

FILED RECEIVED
OCT 12 9 05 AM '99
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

399-2349
CDB
eye
10/31



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 12, 1999

~~JOHN DODSON~~ **DICKSON**
204 S. MONROE STREET
TALLAHASSEE, FL 32301

SUBJECT: TRUE COMMUNICATIONS, INC.
Ref. Number: W99000023469

We have received your document for TRUE COMMUNICATIONS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6930.

Carolyn Batten
Document Specialist

Letter Number: 199A00049261

RECEIVED
99 OCT 20 PM 3:45
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

GLOBAL RHYTHM, INC.

FILED
99 OCT 21 AM 9:05
TALLAHASSEE, FLORIDA

The undersigned incorporators, in order to form a corporation for the purposes hereinafter stated under and pursuant to the provisions of Chapter 607, Florida Statutes, do hereby certify as follows:

Article I
Name

The name of the corporation is Global Rhythm, Inc. (hereinafter the "Corporation").

Article II
Purpose

The Corporation is organized to engage in any lawful activity for which a corporation may be organized under Chapter 607, Florida Statutes.

Articles III
Resident Agent

The Corporation's Florida address is 2909 Sharer Road, Tallahassee, Fl 32312, and the name of the Corporation's registered agent is Gary Johnston.

Article IV
Shares

The Corporation shall have the authority to issue one thousand (1,000) shares of common stock with a par value of one dollar (\$1.00 U.S.) per share. No shares of stock may be issued for less than par value. Each outstanding share of stock is entitled to one (1) vote, and all outstanding shares have equal voting rights in all respects. The holders of the outstanding shares of stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, property, or shares of the capital of the Corporation.

Article V
Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of the Corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

Article VI
Cumulative Voting

At each election for directors, every shareholder entitled to vote at such election shall have the right to cast as many votes as the number of Directors being elected multiplied by the number of voting shares. Such votes may be cast for one candidate or distributed among candidates.

Article VII
Directors

The governing body of the Corporation is styled as the Board of Directors. The number of directors of the Corporation, the qualifications of directors, the time and place of director elections, and the term of office of each director shall be such as from time to time shall be fixed by, or in the manner provided in, the by-laws of the Corporation. Election of Directors need not be by ballot unless the by-laws so provide. The Board of Directors shall have the power without assent or vote of the stockholders to make, alter, amend, change, add to, or repeal the by-laws of the Corporation as provided in the by-laws of the Corporation; to fix and vary the amount to be reserved for any proper purpose; to authorize and cause to be executed mortgages and liens upon all or any part of the property of the Corporation; to determine the use and disposition of any surplus or net profits; and to fix the times for the declaration and payment of dividends. Where not prohibited by law, directors may participate in meetings of the Board of Directors by means of telephone conferences, and the directors may take action by written consent. No by-law shall invalidate any prior act of the directors which would have been valid if such by-law had not been made.

The directors may, in their discretion, submit any contract or act for approval or ratification at any annual meeting of the stockholders or at any meeting of the stockholders called for the purpose of considering such act or contract, and any such contract or act that shall be approved or be ratified by a majority vote of the stock of the Corporation which is represented in person or by proxy at such meeting and entitled to vote thereat (provided that a lawful quorum of stockholders be there represented in person or by proxy). No contract or act or other transaction of the Corporation shall be affected in any way or invalidated by the fact that any of the directors of the Corporation have a pecuniary or other interest in, for any reason, in such contract, act, or transaction. Any directors, individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily interested in, any contract or transaction of the Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon such contract or transaction shall be taken.

Article VIII
Director Liability

The personal liability of the directors and officers of the Corporation is hereby eliminated to the fullest extent permitted by Chapter 607, Florida Statutes, as the same may be amended

and supplemented. The Corporation shall indemnify any director or officer made a party to any action, suit, or proceeding by or on behalf of the Corporation to procure a judgment in its favor by reason of his being or having been a director or an officer of the Corporation, or a director or officer of any other corporation which position he held at the request of the Corporation, against all reasonable expenses, including, but not limited to, attorneys' fees and court costs, except in relation to matters which allege malfeasance in the discharge of his duties to the Corporation.

The Corporation shall indemnify any director, officer, employee, or agent of the Corporation for all acts, and under all circumstances permitted under Florida Law. Upon determination by the Board of Directors, the Corporation shall provide insurance against loss to the Corporation for such indemnification as provided by law.

No director shall be liable or responsible for action undertaken by the Board of Directors acting under the provisions or in the manner authorized by these Articles of Incorporation or the by-laws of the Corporation, nor for action taken by the Board of Directors in reliance on reasonable grounds or probable cause for believing that the Board of Directors is acting under the provisions or in the manner authorized by these Articles of Incorporation or the by-laws. The defense of any legal, equitable, or other action taken by the Board of Directors shall be conducted by counsel for the Corporation, unless the action, suit, or proceeding is brought by or on behalf of the Corporation. In the event of a judgment or decree being rendered against any director, the Corporation shall indemnify the director in the manner set forth above. This Article shall not apply to acts or omissions which involve intentional misconduct, fraud, or a knowing violation of the laws or acts involving an intentional distribution in violation of Florida Law.

Article IX **Amendments**

These Articles of Incorporation may be amended in the manner provided by law, and may be amended without adoption at a formal meeting if all of the directors sign a written statement approved by all of the shareholders manifesting the intention that an amendment to these Articles of Incorporation be adopted.

Article X **Term**

The Corporation shall have perpetual existence.

Article XI
Incorporator


The name and address of the incorporators are as follows:

Gary Johnston
2909 Sharer Road
Tallahassee, FL 32312


Kaaren Davoli
2909 Sharer Road
Tallahassee, FL 32312

FILED
99 OCT 21 AM 9:05
TALLAHASSEE, FLORIDA
STATE

The following incorporator hereby executes the foregoing Articles of Incorporation before an officer authorized to take acknowledgements for delivery of these articles to the Florida Secretary of State for filing.



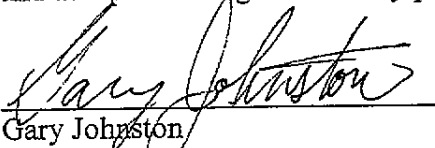
Gary Johnston
Tallahassee, Florida



Kaaren Davoli
Tallahassee, Florida

Article XII
Certificate of Acceptance of Registered Agent

Having been named as registered agent 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.



Gary Johnston
10-11-99
Date