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ATTORNEY AT LAW

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November 16, 1999

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

Re: Articles of Incorporation  
Talkers' Edge, Inc.


000003049700--2  
-11/19/99-01062-009  
\*\*\*\*122.50 \*\*\*\*\*78.75

Office of Secretary of State

Enclosed for filing and registration as a Florida corporation,  
please find the Articles of Incorporation, Acceptance of  
Registered Agent and \$122.50 filing fee for Talkers' Edge, Inc.

Kindly record same and forward your receipt and certification to  
the attention of the undersigned registered agent. Your attention  
and assistance are appreciated.

Very truly yours,

  
Kenneth Gordon King

Encls.  
KGK/db

EFFECTIVE DATE

11-15-99

FILED  
99 NOV 19 PM 3:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BT 11/23/99

**ARTICLES OF INCORPORATION  
OF  
TalkersEdge, Inc.**

FILED  
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TALLAHASSEE, FLORIDA

**Article I. Name and initial Address.**

The name of the Corporation is: TalkersEdge, Inc.  
with its initial business address being: 5140 Cobble Creek Court #201  
Naples, Florida 34110

EFFECTIVE DATE  
11-15-99

**Article II. Duration.**

The Corporation shall exist perpetually commencing on the date of execution and acknowledgement of these Articles.

**Article III. Purpose.**

This corporation is organized for the purpose of transacting any and all lawful business as determined by its Director(s).

**Article IV. Capital Stock.**

This corporation is authorized to issue One Thousand (1,000) shares of capital stock, initially valued at One and no/100 dollars (\$1.00) per share of common stock.

**Article V. Rights of Shares of Capital Stock.**

Section 1. Dividends

The corporate Director(s) may declare and pay dividends upon the common shares according to their discretion and valuations.

Section 2. Rights upon Liquidation

In the event of any dissolution or involuntary liquidation, dissolution, sale or other winding up of this Corporation, and after payment or satisfaction of all valid corporate debts, the remaining assets of the corporation shall be payable to and distributed ratably among the shareholders of record of common stock.

### Section 3. Voting Rights

Pursuant to 607.0704, Fla. Stats., or as otherwise provided at law, the entire voting power for the election of directors, designation of officers, determination of corporate policy and for any and all other acts and purposes of the corporation shall be vested exclusively in the holders of outstanding common shares, at the rate of one vote per share.

### Section 4. Issuance of Capital Stock

Upon majority vote of the shareholders, the Corporation is authorized to issue, dispose of, transfer and increase the issue of capital stock within its treasury or among its shareholders as provided herein and to annually determine the par value of all shares.

### **Article VI. Preemptive Rights**

Every shareholder, upon the sale or issue of additional stock or other transaction affecting the allocation of shares, shall have the right to purchase his/her pro rata share thereof at all times, as nearly as may be done without issuance of fractional shares, at the price at which it is offered or issued to others.

### **Article VII. Designation of Registered Agent and Registered Office.**

The initial Registered Agent of the Corporation shall be: Kenneth Gordon King and the initial registered mailing address for such purposes shall be: 720 Orchid Drive, Naples, Florida 34102

### **Article VIII. Initial Board of Directors.**

The Corporation shall have as many directors as shall be determined by majority vote of the shareholders or by the By-Laws, but not less than one. The names and addresses of the initial director(s) of the Corporation, with corresponding initial pro-rata allocation of shares of common stock, are as follows:

PATRICK MCGIRL 340 shares  
5140 Cobble Creek Court, #201  
Naples, Florida 34110

LISA NOTTER 340 shares  
232 Palm Ridge Dr. #5  
Naples, Florida 34112

**TREASURY STOCK 320 shares (Reserved)**

**Article IX. Incorporators.**

The name(s) and addresses of the person(s) establishing and signing these Articles in their capacity as incorporators of the Corporation are as follows:


Patrick McGirl  
5140 Cobble Creek Court #201  
Naples, Florida 34110

**Article X. Amendment.**

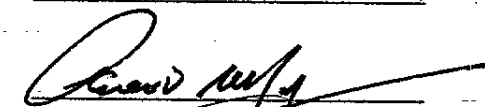
This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment thereto, by express majority vote of the shareholders.

IN WITNESS WHEREOF the undersigned subscribers have executed these Articles of Incorporation this 15th day of November, 1999.

LISA C. NOTTER

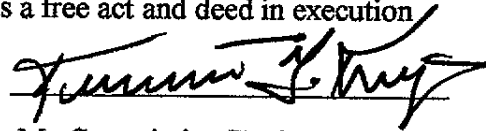
  
Lisa C. Notter

Patrick McGirl

  
Patrick McGirl

STATE OF FLORIDA  
COUNTY OF COLLIER

Before me a Notary Public authorized to take acknowledgements in this state, personally appeared the above named Lisa Notter and Patrick McGirl who known to me or producing a Florida driver's license identifying same as the person(s) executing the foregoing, acknowledged that signing as a free act and deed in execution thereof, this 15th day of November, 1999.

  
My Commission Expires:



Kenneth G. King  
My Commission CC636772  
Expires April 08, 2001

CERTIFICATE AND ACKNOWLEDGEMENT  
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

**TalkersEdge, Inc.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with  
its registered office as indicated in the Articles of Incorporation

at 720 Orchid Drive

Naples, FL 34102

has named Kenneth Gordon King

located at the aforesaid address, as its Registered Agent to accept service of process  
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above  
stated corporation at the place designated in this certificate, and being familiar with  
the obligations of that position, I hereby accept to act in this capacity, and agree to  
comply with the provisions of Florida Law in keeping open said office.

  
(registered agent)