

**MUCHNICK
WASSERMAN
& DOLIN**

Attorneys At Law
A Partnership of Professional Associations

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P96000033213

April 12, 1996

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

Re: 811 Direct, Inc.

000001781580
-04/16/96 --01021--001
*****78.75 *****78.75

Dear Sir/Madam:

Enclosed herein please find the following documents with regard to the above-captioned matter:

1. Original and one copy of the Articles of Incorporation regarding **811 DIRECT, INC.**

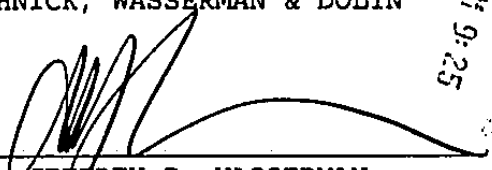
I am enclosing herein my check in the amount of \$78.75 representing the following filing fees: \$ 35.00 for Articles of Incorporation; \$35.00 for Certificate of Designation, Registered Agent/Registered Office, and \$8.75 for Certificate of Good Standing.

Please return the Certificate of Good Standing together with the charter for said corporation to the undersigned.

Thanking you in advance for your anticipated cooperation.

Very truly yours,

MUCHNICK, WASSERMAN & DOLIN

By: 

JEFFREY P. WASSERMAN

JPW:mp
Encs.

W4-17-96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 15 AM 9:25

ARTICLES OF INCORPORATION

OF

811 DIRECT, INC.

55 SEP 15 AM 9:25

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a Corporation under the Laws and Statutes of the State of Florida, hereby adopt the following Articles of Incorporation.

ARTICLE I

Name of Corporation

The name by which this Corporation will be known, and under which it will conduct business shall be: 811 DIRECT, INC.

ARTICLE II

Term of Duration

This Corporation shall have perpetual existence from the effective date of filing with the Secretary of State.

ARTICLE III

Nature of Business

The general nature of the business, proposed object, and/or purpose to be transacted, promoted, and/or carried on is to do any and all things; both as Principals and/or Agents, as hereinafter mentioned as fully and to the same effect and/or extent as natural persons and/or other Corporations might or could do.

This Corporation may engage in any and all activities, businesses, and/or objects permitted under the Laws of the State of Florida, said Corporation's primary purpose to be: three digit telephone calling service.

A. To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, principal or trustee.

B. To promote or aid in any matter, financially or otherwise, any person, firm, association, or corporation, and to guarantee contracts and other obligations.

C. To let concessions to others to do any of the things that this Corporation is empowered to do, and to enter into, make, perform and carry out, contracts and arrangements of every kind and character with any person, firm, association, or corporation, or any government or authority or subdivision or agency thereof.

D. To do all and everything necessary, convenient or proper for the accomplishment or improvement of any and all of the business, purpose, or objects of, or attaining to the business, purpose, or objects of, or in furtherance of any and all of the powers enumerated in these ARTICLES OF INCORPORATION (including any and all AMENDMENTS thereto) or the BYLAWS, necessary or incidental to the protection or benefit of the Corporation as Principal,

Agent, Director, Officer, Trustee, Legal Representative, or otherwise.

ARTICLE IV

Capitalization

The amount of capital with which this Corporation will begin business shall be 1000 shares at \$10.00 par value.

ARTICLE V

Directors

The business, purposes, and object of this Corporation shall be managed by the Board of Directors which shall be headed by a Chairman of the Board. Initially, the Board shall be composed of One (1) Director who shall act as its Chairman and who shall exercise complete and absolute control of this Corporation. The number of Directors may be increased or decreased from time to time by an AMENDMENT of the BYLAWS of the Corporation which shall be approved by the affirmative vote of Three-Fourths (3/4) of the Share of Stock entitled to vote thereon (or in the manner provided for by Law), but shall never be less than One (1). The Directors shall report directly to the Stockholders, and shall not be held accountable to anyone other than the Stockholders of this Corporation.

The name and address of the initial Director is:

1. NOLA FIRESTONE
2 South University Drive, Suite 325
Plantation, FL 33324

ARTICLE VI

Principal Office

The initial post office address of the Principal Office of this Corporation shall be: 2 South University Drive, Suite 325, Plantation, Florida 33324. Directors may from time to time move the Principal Office to any other address that the Board of Directors considers to be in the best interest of this Corporation.

ARTICLE VII

Subscriber

The name and address of the Initial Incorporator and Subscriber to these ARTICLES OF INCORPORATION, the number of Shares that she agrees to Subscribe to and the aggregate value of said consideration is as follows:

<u>Names & Addresses</u>	<u>No. of Shares</u>	<u>Consideration</u>
NOLA FIRESTONE 2 South University Drive, Suite 325 Plantation, FL 33324	100	\$1,000.00

ARTICLE VIII

Subsidiaries

This Corporation may create or form, or cause to be created or formed; any and all Subsidiaries, domestic and/or foreign, as the Directors (with the advice and consent of the Shareholders) may from time to time determine.

ARTICLE IX

Divisions

This Corporation may create or form, or cause to be created or formed; any and all Divisions within this Corporation and/or any and all Subsidiaries thereof as the Directors may from time to time determine for the purpose of conducting and/or pursuing the business, purpose, and/or object of this Corporation and/or any and all Subsidiaries thereof.

ARTICLE X

Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI

Amendments

The power to adopt, alter, amend, and/or repeal the ARTICLES OF INCORPORATION shall be vested in the Stockholders. Each Amendment shall be approved by the affirmative vote of the majority of the Stock entitled to vote thereon at a meeting of the Stockholders called for that purpose.

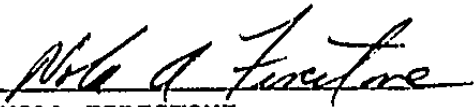
ARTICLE XII

Bylaws

The Stockholders of this Corporation are specifically authorized from time to time to adopt, alter, amend, and/or repeal the BYLAWS which are not inconsistent with these ARTICLES OF INCORPORATION, restraining the alienation of Shares of Stock in this Corporation and providing for the purchase and/or redemption by the Corporation of such shares of Stock; providing, however, that provisions dealing with the purchase and/or redemption by the corporation of such Shares of Stock may not be invoked at a time and/or in a manner which would impair the capital structure and/or the operation, business, purposes, and/or object of this Corporation.

WHEREFORE; for the purpose of forming this Corporation under the Laws and Statutes of the State of Florida; the undersigned have

made, subscribed to, executed, and acknowledges these ARTICLES OF
INCORPORATION this 12th day of April, A.D., 1996.


NOLA FIRESTONE
Incorporator

A F I D A V I T

STATE OF FLORIDA }
 }
COUNTY OF BROWARD }

BE IT KNOWN TO ALL BY THESE PRESENTS THAT:

On this day, personally appeared before me, the undersigned
officer duly authorized to administer oaths and take
acknowledgments; NOLA FIRESTONE, of Plantation, Florida, to me
well known and known to me to be the persons described in, and who
signed and executed the foregoing ARTICLES OF INCORPORATION, and
acknowledged the execution thereof to be his free act and deed for
the uses, purposes, and objects therein mentioned.


NOLA FIRESTONE,
Incorporator

The foregoing instrument was acknowledged before me this 12th
day of April, 1996, by NOLA FIRESTONE who is personally known to me

or who has produced a Florida State driver's license as identification and who did take an oath.

Sign: Miriam J. Paxton
Print: Miriam J. Paxton
Notary Public, State of Florida
My Commission Expires:



MIRIAM J. PAXTON
MY COMMISSION # CC277080 EXPIRES
April 15, 1997
BONDED THRU TROY FAH INSURANCE, INC.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of §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:

811 DIRECT, INC.

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

NOLA FIRESTONE
2 South University Drive, Suite 325
Plantation, FL 33324

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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

DATED this 12th day of April, 1996.



NOLA FIRESTONE
Registered Agent

FILED
SECRETARY OF STATE
96 APR 15 AM 9:25