

Commonwealth of Kentucky

OFFICE OF
SECRETARY OF STATE

FRANCES JONES MILLS
Secretary



FRANKFORT,
KENTUCKY

CERTIFICATE OF INCORPORATION

I, **FRANCES JONES MILLS**, *Secretary of State of the Commonwealth of Kentucky*, do hereby certify that *Articles of Incorporation of*

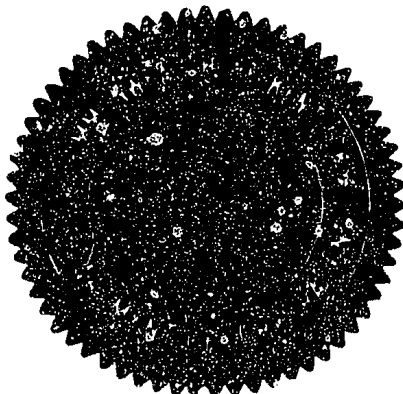
TELEMARKETING COMMUNICATIONS OF GREATER DETROIT, INC.

whose initial agent for process is ROBERT A. METRY

SULLIVAN CENTRE, 3101 BARDSTOWN ROAD

and whose address is LOUISVILLE, KENTUCKY

duly signed according to law, have been filed in my office. I further certify that all taxes, fees and charges payable upon the filing of said *Articles of Incorporation* have been paid.



SECRETARY OF STATE

Given under my hand and seal of Office as Secretary of State, at Frankfort, Kentucky, this 29TH day of DECEMBER, 1982.

Frances Jones Mills
SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

TelaMarketing Communications of Greater Detroit, Inc.

DEC 29 1982

[Handwritten Signature]
70
SECRETARY OF STATE

The undersigned, Robert A. Metry, does hereby form a corporation under Chapter 271A of the Kentucky Revised Statutes.

ARTICLE I

280274

The name of the corporation is TelaMarketing Communications of Greater Detroit, Inc.

ARTICLE II

The duration of the corporation shall be perpetual.

ARTICLE III

The purposes for which the corporation is formed are to provide long distance telephone services as a resale common carrier and to engage in various aspects of the telecommunications business and otherwise conduct any and all activities permitted under Chapter 271A of the Kentucky Revised Statutes.

ARTICLE IV

There shall be authorized two classes of stock of the corporation: Class A Common and Class B Common.

There shall be 2,000 shares of Class A Common Stock, which shall be entitled to cast one vote per share for the election of directors and upon all other matters.

There shall be 3,500 shares of Class B Common Stock, which shall be entitled to cast one-fourth vote per share for the election of directors and upon all other matters.

In all other respects, the rights and privileges of Class A Common Stock and Class B Common Stock shall be identical, as follows:

- a. Par value shall be one dollar (\$1.00) per share.
- b. There shall be no preemptive rights to acquire any class of Common Stock or other obligation convertible into Common Stock.
- c. Each share of Common Stock shall share ratably in dividends and assets of the Corporation.
- d. Voting for directors shall be cumulative.

ARTICLE V

The name and address of the registered agent is:

Robert A. Metry
Sullivan Centre
3101 Bardstown Road
Louisville, KY 40205

ARTICLE VI

The business of the corporation shall be managed by a board of directors consisting of not less than three (3) nor more than seven (7) as may from time to time be determined by the corporation's shareholders entitled to vote. Directors shall be elected for terms of one year and shall serve until their successors are elected and have accepted their election. Vacancies on the board shall be filled for the unexpired term by majority vote of the remaining directors. The board shall have power to make and amend bylaws, to regulate the affairs and conduct of the corporation's business, subject to the power of the shareholders to amend or repeal such bylaws.

ARTICLE VI I

Three (3) directors shall constitute the corporation's initial board who shall serve until the first annual meeting of shareholders and until their successors are elected and have qualified:

Alva R. Sullivan
5811 Orion Road
Louisville, Kentucky 40222


Patricia L. Sullivan
5811 Orion Road
Louisville, Kentucky 40222

Robert A. Metry
507 Altagate Road
Louisville, Kentucky 40206

IN WITNESS WHEREOF, the incorporator, has executed these Articles in triplicate this 20th day of December, 1982.



THIS INSTRUMENT WAS PREPARED BY:



ROBERT A. METRY, Attorney-at-Law
Sullivan Centre
3101 Fardstown Road
Louisville, Kentucky 40205

December 22, 1982

Secretary of State
Commonwealth of Kentucky
Frankfort, Kentucky 40601

TelaMarketing Communications, Inc., an Indiana Corporation qualified to do business in the the Commonwealth of Kentucky, does hereby grant its consent to the use of the following names:

TelaMarketing Communications of Greater Detroit, Inc.
TelaMarketing Communications of Toledo, Inc.
TelaMarketing Communications of Cleveland, Inc.
TelaMarketing Communications of Albuquerque, Inc.
TelaMarketing Communications of Hartford, Inc.
TelaMarketing Communications of Providence, Inc.
TelaMarketing Communications of Salt Lake City, Inc.
TelaMarketing Communciations of Western Michigan, Inc.

Yours truly,



TelaMarketing Communications, Inc.

ACKNOWLEDGEMENT

COUNTY OF
STATE OF

The foregoing instrument was acknowledged before me this 22 day of December, 1982 by George Brown, the President of TelaMarketing Communications, Inc., an Indiana corporation, on behalf of the Corporation.



Notary Public

My commission expires May 2, 1984.

LAW OFFICES

ROBERT A. METRY

3101 Bardstown Road
LOUISVILLE, KENTUCKY 40205
502-451-0815

SECRETARY OF STATE
RECEIVED

DEC 29 1982

COMMONWEALTH OF KENTUCKY

December 28, 1982

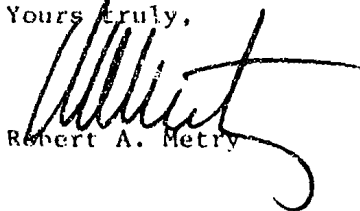
Secretary of State
Commonwealth of Kentucky
Frankfort, KY 40601

Please accept the Articles of Incorporation of TelaMarketing Communications of Greater Detroit, Inc. for recording. Enclosed are triplicate copies of the original, a check in the amount of \$70, and the consent of TelaMarketing Communications, Inc.

Please note that the consent of TelaMarketing Communications, Inc. extends to several other corporations which will be recorded in the near future.

Thank you.

Yours Truly,



Robert A. Metry

Please return to:

Robert A. Metry
Sullivan Centre
3101 Bardstown Road
Louisville, KY 40205