EXHIBIT B

TALK UNLIMITED NOW, INC.

Articles of Incorporation.

Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "TALK UNLIMITED NOW, INC.", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF MARCH, A.D. 2002, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3503340 8100

020176826

AUTHENTICATION: 1672565

DATE: 03-18-02

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 03/18/2002
020176826 - 3503340

CERTIFICATE OF INCORPORATION

OF

TALK UNLIMITED NOW, INC.

The undersigned, a natural person, for the purpose of organizing a corporation for conducting business and promoting the purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Delaware (particularly Chapter 1, Title 8 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "General Corporation Law of the State of Delaware"), hereby certifies that:

ARTICLE I
Corporate Name

The name of the corporation is Talk Unlimited Now, Inc. (the "Corporation").

ARTICLE II
Registered Office and Agent

The registered office of the Corporation in the State of Delaware is to be located at 2711 Centerville Road, Suite 400, City of Wilmington 19808, County of New Castle; and the name of the registered agent of the Corporation in the State of Delaware at such address is Corporation Service Company.

ARTICLE III
General Nature of Business

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE IV
Capital Stock

The aggregate number of shares of stock authorized to be issued by this Corporation shall be: (i) 300,000,000 shares of common stock, each with a par value of $.0001 (the "Common Stock"), of which 100,000,000 shares shall be designated the "Series A Common Stock"; and (ii) 200,000,000 shares of preferred stock, each with a par value of $.0001 (the "Preferred Stock"). Each share of issued and outstanding Series A Common Stock shall entitle the holder thereof to one vote on each matter with respect to which shareholders have the right to vote and to fully participate in all shareholder meetings. Each share of Series A Common Stock shall entitle the holder thereof to share ratably in the net assets of the corporation upon liquidation or dissolution, but each such share shall be subject to the rights and preferences of the Preferred Stock or any other series of Common Stock as hereinafter set forth.

The Preferred Stock and any other series of Common Stock may be issued from time to time in one or more series in any manner permitted by law, as determined from time to time by the Board of Directors and stated in any resolution providing for the issuance of such shares adopted by the Board of Directors pursuant to authority hereby vested in it, each series to be appropriately designated, prior to the issuance of any shares thereof, by some distinguishing letter, number or title.

Before any shares of a particular series of Preferred Stock or Common Stock other than Series A Common Stock are issued, the designations of such series and its terms shall be fixed and determined by the Board of Directors in any manner permitted by law and stated in a resolution providing for the issuance of such shares adopted by the Board of Directors pursuant to authority hereby vested in it. Such designations and terms shall be set forth in full or summarized on the certificates for such series.

ARTICLE V
By-Laws

The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the Corporation.

ARTICLE VI
Incorporator

The name and the mailing address of the sole incorporator is as follows:

NAME	MAILING ADDRESS
Brenda K. Holland	220 South Franklin Street Tampa, Florida 33602

ARTICLE VII
Commencement and Duration of Corporate Existence

The Corporation shall come into existence upon filing of the Certificate of Incorporation and shall have perpetual existence.

ARTICLE VIII
Indemnification

No director shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law, (i) for breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant

to Section 174 of the Delaware General Corporation Law or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Article Eighth shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

ARTICLE IX
Amendments

From time to time any of the provisions of this certificate of incorporation may be amended, altered, or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the Corporation by this certificate of incorporation are granted subject to the provisions of this Article IX.

IN WITNESS WHEREOF, I have caused this Certificate of Incorporation to be signed this 15th day of March, 2002.

Brenda K. Holland

Brenda K. Holland, Incorporator

ORGANIZATIONAL
WRITTEN ACTION OF INCORPORATOR,
FIRST BOARD OF DIRECTORS
AND SHAREHOLDER OF
TALK UNLIMITED NOW, INC.

* *

The undersigned, being the incorporator of TALK UNLIMITED NOW, INC., a Delaware corporation (the "Corporation"), as well as the person first acquiring shares of the Corporation's common capital stock and being elected to the Corporation's first Board of Directors, hereby take the following written actions in lieu of holding a meeting to consider and act upon the same, as authorized by §§ 108, 141 and 228, Delaware General Corporation Law:

1. Articles of Incorporation: The Corporation's Articles of Incorporation were duly filed in the office of the Delaware Department of State on March 18, 2002, and a certified copy thereof, together with a letter from the Department of State acknowledging receipt and filing of such Articles and full payment of all charter fees and other money due the State of Delaware incident to the incorporation were returned to the Corporation's attorneys.

2. Date of Activation: Pursuant to Article VII of the Corporation's Articles of Incorporation, the Corporation was activated as of March 18, 2002.

3. Appointment of First Board of Directors: The Corporation's incorporator has fixed the number of directors who are to serve the Corporation for the ensuing year until the next annual meeting of shareholders, or until their successors are duly elected and seated, at one and has duly nominated and elected as the members of the Corporation's initial Board of Directors, authorized to complete the Corporation's organization, the following named individual:

Robin Caldwell

4. Assignment of Subscription Rights: The Corporation's incorporator has submitted to the Corporation an executed assignment of all rights to subscribe to the capital stock of the Corporation in favor of:

Robin Caldwell

which subscription assignment is in the proper form and is acceptable to the Board.

5. Offer by Assignee: The Corporation has received from the assignee of the incorporator's subscription rights the following offer to purchase shares of the Corporation's capital stock:

Prospective Purchaser	# of Shares Sought to be Acquired	Proposed Consideration
Robin Caldwell	6,958,970 (Series A Common Stock)	$100

and the Board of Directors has accepted such offer; has received the consideration offered by the prospective purchaser; has directed that, when available, an appropriate share certificate be issued in favor of the purchaser to reflect ownership of the shares so purchased; and has acknowledged that the purchaser constitutes a shareholder of the Corporation and is entitled to join in the written action hereafter set forth.

6. By-Laws: A copy of the code of By-Laws, in the form attached to this written action, has been duly reviewed in its entirety by the Corporation's shareholder and director who has by proper action, herein confirmed, adopted such draft as the official by-laws of the Corporation.

7. Officers: The following individual is hereby elected to the corporate offices set forth opposite his name, to serve until his successor(s) are duly elected, qualified and seated:

Name	Office
Robin Caldwell	President, Secretary & Treasurer

8. Banking Arrangements: SouthTrust Bank of Florida, is hereby designated as a depository of this Corporation, and funds deposited within any branch office of that bank may be withdrawn upon the presentation of a check, draft, note or other document of the Corporation approved by the bank, executed by the following individual:

Robin Caldwell

Further, the resolution required by the bank to effect the foregoing arrangement, a copy of which the Secretary shall attach to this written action, is hereby adopted as the action of this Board of Directors of the Corporation.

9. Registered Office and Agent: The registered office and registered agent of the Corporation, initially fixed by the terms of Article II of the Corporation's Articles of Incorporation, shall be retained pending further action by the Board of Directors.

10. Organizational Expenses: The appropriate officer(s) of the Corporation are authorized to pay all organizational fees and expenses of the Corporation and to reimburse any person who has paid such fees and expenses on behalf of the Corporation.

Effective as of: March 18, 2002

Brenda K. Holland,
Incorporator

Robin Caldwell,
Sole Director and Sole Shareholder

ASSIGNMENT OF RIGHTS
TO SUBSCRIBE TO CAPITAL STOCK

FOR VALUE RECEIVED, I hereby assign and transfer my rights to subscribe to shares of the authorized capital stock of TALK UNLIMITED NOW, INC., acquired and maintained by virtue of my being the incorporator of such corporation and subscriber to its Articles of Incorporation, to the following:

Robin Caldwell

Effective as of: March 18, 2002

Brenda K. Holland

Brenda K. Holland

254972.1