

FILED
In the Office of the
Secretary of Texas

JAN 25 1984

Clerk C
Corporations Section

ARTICLES OF INCORPORATION
OF
INTERACTIVE TECHNOLOGY ASSOCIATES, INC.

ARTICLE I

NAME

The name of the corporation is Interactive Technology Associates, Inc.

ARTICLE II

DURATION

The period of its duration is perpetual.

ARTICLE III

PURPOSES

The purposes for which the corporation is organized are:

A. The business of computer hardware and software, in all its phases, including all activities and operations reasonably necessary or convenient to accomplish said purposes;

B. To acquire, distribute, buy, sell, lease and trade or deal in and with personal property, real property and services subject to Part IV of the Texas Miscellaneous Corporation Law Act; and

C. To do any and all acts necessary and convenient to transact any and all lawful business for which corporations may be incorporated under the Texas Business Corporation Act.

ARTICLE IV

SHARES

The aggregate number of shares which the Corporation has authority to issue is 100,000 of the par value of \$.01 each. The shares are designated as Common Stock, and have identical rights and privileges in every respect.

ARTICLE V

COMMENCEMENT OF BUSINESS

The corporation will not commence business until it has received for the issuance of its shares consideration of the value of One Thousand Dollars (\$1,000.00), consisting of money, labor done or property actually received.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The address of its initial registered office of the Corporation is 1701 North Greenville Avenue, Suite 204, Richardson, Texas 75081, and the name of its initial registered agent at such address is Daniel D. Hammond.

ARTICLE VII

INITIAL DIRECTORS

The number of Directors constituting the initial Board of Directors is three (3), and the names and addresses of the persons who are to serve as Directors until the first annual meeting of the Shareholders, or until their successors are elected and qualified, are:

NAME	ADDRESS
Daniel D. Hammond	3800 Cross Bend Plano, Texas 75023
Victor Markowicz	11 Daniel Drive Inglewood, New Jersey 07631
Michael H. Tessarowicz	2014 Scarlet Oak Richardson, Texas 75081

ARTICLE VIII

INCORPORATORS

The names and addresses of the incorporators are:

NAME	ADDRESS
Daniel D. Hammond	3800 Cross Bend Plano, Texas 75023

ARTICLE IX

PRE-EMPTIVE RIGHTS

No Shareholder or other person shall have any pre-emptive rights whatsoever.

ARTICLE X

NON-CUMULATIVE VOTING

Directors shall be elected by majority vote. Cumulative voting shall not be permitted.

ARTICLE XI

INTERESTED DIRECTORS, OFFICERS AND SHAREHOLDERS

A. Validity. If paragraph b is satisfied, no contract or other transaction between the Corporation and any of its directors, officers or shareholders (or any corporation or firm

in which any of them are directly or indirectly interested) shall be invalid solely because of this relationship or because of the presence of the director, officer or shareholder at the meeting authorizing such contract or transaction, or his participation or vote in the meeting or authorization.

B. Disclosure, Approval; Fairness. Paragraph A shall apply only if:

1. The material facts of the relationship or interest of each such director, officer or shareholder are known or disclosed:

a. To the Board of Directors, and it nevertheless authorizes or ratifies the contract or transaction by a majority of the directors present, each such interested director to be counted in determining whether a quorum is present but not in calculating the majority necessary to carry the vote; or

b. To the shareholders and they nevertheless authorize or ratify the contract or transaction by a majority of the shares present, each such interested person to be counted for quorum and voting purposes; or

2. The contract or transaction is fair to the corporation as of the time it is authorized or ratified by the Board of Directors or the Shareholders.

C. Non-Exclusive. This provision shall not be construed to invalidate a contract or transaction which would be valid in the absence of this provision.

ARTICLE XII

INDEMNIFICATION; INSURANCE

A. Persons. The Corporation shall indemnify, to the extent provided in Paragraphs B, D, or F:

1. Any person who is or was a director, officer, agent or employee of the Corporation; and
2. Any person who serves or served at the Corporation's request as a director, officer, agent, employee, partner or trustee of another corporation or of a partnership, joint venture, trust or other enterprise.

B. Extent-Derivative Suits. In case of a suit by or in the right of the Corporation against a person named in Paragraph A by reason of his holding a position named in Paragraph A, the Corporation shall indemnify him if he satisfied the standard in Paragraph C, for expenses (including attorney's fees but excluding amounts paid in settlement) actually and reasonably incurred by him in connection with the defense or settlement of the suit.

C. Standard-Derivative Suits. In case of a suit by or in the right of the Corporation, a person named in Paragraph A shall be indemnified only if:

1. He is successful on the merits or otherwise; or
2. He acted in good faith in the transaction which is the subject of this suit, and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation. However, he shall not be indemnified in respect of any claim, issue or matter as to which he has

been adjudged liable for negligence or misconduct in the performance of his duty to the Corporation unless (and only to the extent that) the Court in which the suit was brought shall determine, upon application, that despite the adjudication but in view of all the circumstances, he is fairly and reasonably entitled to indemnity for such expenses as the Court shall deem proper.

D. Extent-Nonderivative Suits. In case of a suit, action or proceeding (whether civil, criminal, administrative or investigative), other than a suit by or in the right of the Corporation, together hereafter referred to as a nonderivative suit, against a person named in Paragraph A, the Corporation shall indemnify him if he satisfies the standard in Paragraph E, for amounts actually and reasonably incurred by him in connection with the defense or settlement of the nonderivative suit as

1. Expenses (including attorney's fees);
2. Amounts paid in settlement;
3. Judgments; and
4. Fines.

E. Standard-Nonderivative Suits. In case of a nonderivative suit, a person named in Paragraph A shall be indemnified, only if:

1. He is successful on the merits or otherwise; or
2. He acted in good faith in the transaction which is the subject of the nonderivative suit, and in a manner he reasonably believed to be in, or not opposed to, the best

interests of the Corporation, and with respect to any criminal action or proceeding, he had no reason to believe his conduct was unlawful. The termination of a nonderivative suit by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person failed to satisfy the standard of this Paragraph E.2.

F. Determination That Standard Has Been Met. A determination that the standard of Paragraph C or E has been made by a Court, or, except as stated in Paragraph C.2 (second sentence), the determination may be made by:

1. A majority of the directors of the Corporation (whether or not a quorum) who were not parties to the action, suit or proceeding; or
2. Independent legal counsel (appointed by a majority of the Directors of the Corporation, whether or not a quorum, or elected by the Shareholders of the Corporation) in a written opinion; or
3. The Shareholders of the Corporation.

G. Proration. Anyone making a determination under Paragraph F may determine that a person has met the standard as to some matters but not as to others, and may reasonably prorate amounts to be indemnified.

H. Advance Payment. The Corporation may pay in advance any expenses (including attorney's fees) which may become subject to

indemnification under Paragraph A-G if:

1. The Board of Directors authorizes the specific payment; and
2. The person receiving the payment undertakes in writing to repay unless it is ultimately determined that he is entitled to indemnification by the Corporation under Paragraphs A-G.

I. Nonexclusive. The indemnification provided by Paragraphs A-G shall not be exclusive of any other rights to which a person may be entitled by law, By-Law, Agreement, vote of Shareholders, or disinterested Directors, or otherwise.

J. Continuation. The indemnification and advance payment provided by Paragraphs A-H shall continue as to a person who has ceased to hold a position named in Paragraph A, and shall inure to his heirs, executors and administrators.

K. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who holds or who has held any position named in Paragraph A, against any liability incurred by him in any such position, or arising out of his status as such, whether or not a corporation would have power to indemnify him against such liability under Paragraph A-H.

L. Reports. Indemnification payments, advance payments and insurance purchases and payments made under Paragraphs A-K shall be reported in writing to the Shareholders of the Corporation with the next notice of annual meeting, or within six (6) months, whichever is sooner.

ARTICLE XIII

PLEDGE OR OTHER ENCUMBRANCES

A Shareholder who desires to pledge shares of the corporation as collateral for a loan or otherwise encumber any such shares may do so only with the written consent of all of the Shareholders of the Corporation.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation on this 23rd day of January, 1984.

Daniel D. Hammond
Daniel D. Hammond, Incorporator

THE STATE OF TEXAS &
COUNTY OF COLLIN &

I, the undersigned Notary Public, do hereby certify that on this day personally appeared before me, Daniel D. Hammond, who, being by me first duly sworn, upon his oath declared that he is the person who signed the foregoing document as Incorporator, and that the statements contained therein are true.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 23rd day of January, 1984.

Lisa A. Gorman
Notary Public in and for
The State of Texas

LISA A. GORMAN, Notary Public
in and For the State of Texas
My Commission Expires 12 2 86

5/1/84

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
INTERACTIVE TECHNOLOGY ASSOCIATES, INC.

(the "Corporation")

FILED
In the Office of the
Secretary of State of Texas
MAR 14 1985
Clerk II L
Corporations Section

Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation, which amend Articles I, IV, VII, IX, XI and XII thereof so as to change the name of the Corporation and to change the authorized capital of the Corporation.

Article I. The name of the Corporation is Interactive Technology Associates, Inc.

Article II. The following amendments to the Articles of Incorporation were adopted on February 26, 1985.

Article I of the Articles of Incorporation is amended to read in its entirety as follows:

"ARTICLE I

Name

The name of the Corporation is InterVoice, Inc."

Article IV of the Articles of Incorporation is amended to read in its entirety as follows:

"ARTICLE IV

Shares

The aggregate number of shares of capital stock which the Corporation has authority to issue is Ten Million (10,000,000) shares, to be divided into two classes, Common Stock and Preferred Stock. Eight Million (8,000,000) of the shares authorized shall be designated Common Stock, having no par value per share, and Two Million (2,000,000) of the shares authorized shall be designated Preferred Stock, having a par value of One Hundred Dollars (\$100.00) per share.

The following is a statement of the designations, preferences, limitations and relative rights in respect of the shares of Preferred Stock and Common Stock of the Corporation, of the variations and the relative rights and preferences as between series of the Preferred Stock, insofar as the same are fixed in these Articles of Incorporation, and of the authority expressly vested in the Board of Directors and the Corporation to establish series of Preferred Stock and fix and determine the variations and the relative rights and preferences as between series.

(a) Preferred Stock.

(1) Voting. In addition to such voting rights as may from time-to-time be required by the laws of the State of Texas, the holders of Preferred Stock shall, unless otherwise determined by Directors' Resolution (hereinafter defined), vote at such times as holders of Common Stock may vote and in a like

manner, one vote for each share of Preferred Stock held, and all shares of the Corporation, including shares of Common Stock shall be voted as a single class, except where specifically required by law to vote separately or as otherwise required by Directors' Resolution. Cumulative voting shall not be permitted.

(2) Provisions Regarding Issuance. The Preferred Stock may be issued from time-to-time in one or more series and in such amounts and for such consideration as may be determined by the Board of Directors. The designations, powers, preferences, and relative participating, optional, conversion and other special rights, and the qualifications, limitations or restrictions thereof, of the Preferred Stock, and as between the series of the Preferred Stock, shall be as are fixed herein and, to the extent not fixed herein, shall be such, not inconsistent with the provisions of this Article IV, as may be fixed by the Board of Directors, authority so to do being hereby expressly granted, and stated in a resolution or resolutions adopted by the Board of Directors providing for the issue of such series (herein called "Directors' Resolution"). The Directors' Resolution as to any series shall (a) designate the series, (b) fix the dividend rate of such series, the payment dates for dividends on shares of such series and, if the Board of Directors deems it advisable to cause dividends to be cumulative, the date or dates, or the method of determining the date or dates, from which dividends on shares of such series shall be cumulative, (c) fix the amount or amounts payable on shares of such series upon liquidation, dissolution or winding up, (d) state the price or prices at which, and the terms and conditions on which, the shares of such series may be redeemed at the option of the Corporation; and such Directors' Resolution may, in a manner not inconsistent with the provisions of this Article IV or applicable law, (i) limit the number of shares of such series which may be issued, (ii) provide for a sinking fund for the purchase or redemption of shares of such series and determine the terms and conditions governing the operation of any such fund, (iii) impose conditions or restrictions upon the creation of indebtedness or upon the issue of any additional stock (including additional shares of such series or of any other series or of any other class) ranking on a parity with or prior to the shares of such series as to dividends or distribution of assets on liquidation, dissolution or winding up, (iv) impose conditions or restrictions upon the payment of dividends upon, or the making of other distributions to, or the redemption or acquisition of, shares of such series, or shares of junior stock theretofore issued, or any shares of any class of stock thereafter to be issued, or any shares of Preferred Stock theretofore issued ranking inferior to such series (as to dividends or distribution of assets on liquidation, dissolution or winding up) to the extent that the terms of such shares

theretofore issued do not expressly prohibit the imposition of such conditions or restrictions, or any shares of Preferred Stock theretofore issued ranking prior to or on a parity with such series (as to dividends or distribution of assets on liquidation, dissolution or winding up) to the extent that the terms of such shares theretofore issued expressly permit the imposition of such conditions or restrictions, (v) grant rights of conversion or exchange of shares of such series into or for shares of junior stock, and (vi) grant such other special rights as shall not be inconsistent with the provisions of this Article IV or applicable law. The term "junior stock", as used in this Article IV shall mean shares of capital stock of the Corporation ranking junior to Preferred Stock as to dividends and/or distribution of assets on liquidation, dissolution or winding up.

(3) General Provisions. Subject to such further conditions or restrictions as may be imposed in any Directors' Resolution, so long as any shares of the Preferred Stock are outstanding, in no event shall any dividends whatsoever, whether in cash, stock or otherwise, be paid or declared, or any distribution be made, on any junior stock nor shall any shares of junior stock (other than junior stock acquired in exchange for or out of the proceeds of the issue of other junior stock or out of contributions to the capital of the Corporation) be purchased, redeemed, retired or otherwise acquired for a valuable consideration by the Corporation:

(i) unless all dividends on the Preferred Stock for all past dividend periods shall have been paid, or declared and a sum sufficient for the payment thereof set apart, and the full dividend thereon for the then current dividend period shall have been paid or declared, and

(ii) unless, as to each series of Preferred Stock for which a sinking fund shall have been provided in the Directors' Resolution providing for the issuance of such series, the Corporation shall have set aside the sum or sums required to be set aside by such Directors' Resolution, to be applied in the manner specified therein.

Any monies set aside by the Corporation and unclaimed at the end of six years from the date fixed for redemption shall revert to the general funds of the Corporation.

So long as any shares of the Preferred Stock are outstanding, the Corporation shall not amend, alter or repeal any of the provisions of this Article IV so as to affect adversely the rights, powers or preferences of the Preferred Stock or of the holders thereof, nor, shall any consent or vote otherwise effective under this Article IV be effective with respect to the

rights, powers or preferences of such Preferred Stock or be binding upon the holders of such Preferred Stock, without the affirmative vote of the holders of at least two-thirds (2/3) of all outstanding shares of the Preferred Stock (and the affirmative vote of that proportion of the holders of the shares of any one or more particular series, if any, as may be required by the Directors' Resolution(s) providing for the issuance of such one or more particular series), given in person or by proxy, by vote at a meeting called for that purpose.

So long as shares of a particular series of Preferred Stock are outstanding, the Corporation shall not amend, alter or repeal any provisions of the Directors' Resolution providing for the issuance of such series so as to affect adversely the rights, powers or preferences of the shares of such series or of the holders thereof, without the affirmative vote of the holders of at least two-thirds (2/3) of outstanding shares of said series, given in person or by proxy, by vote at a meeting called for that purpose.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, before any distribution or payment shall be made to the holder of any junior stock, the holders of the Preferred Stock of each series shall be entitled to be paid such preferential amounts as may be fixed for such series in the Directors' Resolution providing for the issuance thereof. After such payment has been made in full to the holders of the Preferred Stock, the remaining assets and funds of the Corporation shall be distributed among the holders of junior stock according to their respective rights. In the event that the assets of the Corporation available for distribution to holders of Preferred Stock shall not be sufficient to make the payments herein required to be made in full, such assets shall be distributed to the holders of the respective shares of Preferred Stock in accordance with such priorities, if any, as between the various series of Preferred Stock as may be specified in any Directors' Resolution or otherwise required by law.

Preferred Stock redeemed or otherwise retired by the Corporation assumes the status of authorized but unissued Preferred Stock and may thereafter, subject to the provisions of any Directors' Resolution providing for the issue of any particular series of Preferred Stock, be reissued in the same manner as authorized but unissued Preferred Stock.

(b) Common Stock.

(1) Voting. Except as otherwise required by law, each share of Common Stock shall have one vote for each share of Common Stock held, and all shares of the Corporation, including shares of Preferred Stock, shall be voted as a single class, except where specifically required by law

to vote separately. Cumulative voting shall not be permitted.

(2) Dividends. Subject to the prior rights and preferences of the Preferred Stock, and subject to the provisions and on the conditions set forth in the foregoing paragraph (a) of this Article IV, or in any Directors' Resolution providing for the issue of a series of Preferred Stock, such dividends (payable in cash, stock or otherwise) as may be determined by the Board of Directors may be declared and paid on the Common Stock from time-to-time out of any funds legally available therefor.

(3) Distribution Upon Liquidation. In the event of any liquidation, dissolution or winding up of the affairs of the Corporation and after payment or provisions for payment of the debts and liabilities of the Corporation have been made, the remaining assets and funds of the Corporation shall be used to make full payment to the holders of the Preferred Stock before distributing to the holders of the Common Stock according to their respective ownership interests.

(c) Miscellaneous. The Corporation shall be entitled to treat the person in whose name any share, right or option is registered as the owner thereof for all purposes and shall not be bound to recognize any equitable or other claim to or interest in such share, right or option on the part of any other person, whether or not the Corporation shall have notice thereof, save as may be expressly provided by the laws of the State of Texas.

A director shall be fully protected in relying in good faith upon the books of account of the Corporation or statements prepared by any of its officials as to the value and amount of the assets, liabilities and/or net profits of the Corporation, or any other facts pertinent to the existence and amount of surplus or other funds from which dividends might properly be declared and paid.

Without action by the shareholders, the shares of stock may be issued by the Corporation from time-to-time for such consideration (not less than the par value thereof if such stock has a par value) or may be fixed from time-to-time by the Board of Directors thereof, and any and all such shares so issued, the full consideration for which has been paid or delivered, shall be deemed fully paid stock and not liable to any further call or assessment thereon, and the holder of such shares shall not be liable for any further call or assessment thereon, or for any other payment thereon."

Article VII of the Articles of Incorporation is amended to read in its entirety as follows:

***ARTICLE VII**

Directors

The number of directors constituting the present Board of Directors is four (4), the number of directors shall be affixed by, or in a manner provided in, the Bylaws of the Corporation, and the names and addresses of the persons who are serving as the Directors until the next annual meeting of the Shareholders or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Michael H. Tessarowicz	1701 N. Greenville Avenue Suite 204 Richardson, Texas 75081
Daniel D. Hammond	1701 N. Greenville Avenue Suite 204 Richardson, Texas 75081
Victor Markowicz	1701 N. Greenville Avenue Suite 204 Richardson, Texas 75081
Allen D. Fleener	1701 N. Greenville Avenue Suite 204 Richardson, Texas 75081

Article IX of the Articles of Incorporation is amended to read in its entirety as follows:

***ARTICLE IX**

Prohibition Against Pre-Emptive Rights

No shareholder of this Corporation shall, by reason of his holding shares hereof, have any preemptive or preferential right to purchase or subscribe to any shares of any class of this Corporation, now or hereafter to be authorized, or any notes, debentures, bonds or other securities convertible into or carrying options or warrants to purchase shares of any class, now or hereafter to be authorized, whether or not the issuance of any such shares or such notes, debentures, bonds or other securities, would adversely affect the dividend or voting rights of such shareholder, other than such rights, if any, as the Board of Directors, in its discretion from time to time, may grant and at such price as the Board of Directors in its discretion may fix; and the Board of Directors may issue shares of any class in this Corporation, or any notes, debentures, bonds or other securities convertible into or carrying options or warrants to purchase shares of any class, without offering any such shares of any class, either in whole or in part, to the existing shareholders of any class."

Article XII Subsection L, is hereby deleted in its entirety.

Article XIII of the Articles of Incorporation is hereby deleted in its entirety.

Article III. The number of shares of the Corporation outstanding and entitled to vote at the time of such adoption was 93,600 shares of common stock.

Article IV. The holders of all shares outstanding and entitled to vote have signed a consent in writing adopting said amendment.

Article V. The said amendment does not involve any exchange, reclassification or cancellation of issued shares of the Corporation except the Certificates representing shares of One Cent (0.01) par value stock shall be exchanged for certificates of no par value stock.

Article VI. The said amendment does not effect a change in the amount of stated capital of the Corporation.

EXHIBIT 3.1
ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
INTERVOICE-BRITE, INC.
(TO EFFECT NAME CHANGE TO
"INTERVOICE, INC.")

Pursuant to the provisions of Article 4.01 to Article 4.06 of the Texas Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE I

The name of the corporation is InterVoice-Brite, Inc.

ARTICLE II

Article I of the Articles of Incorporation of the corporation is amended to read in its entirety as follows:

"ARTICLE I
NAME

The name of the corporation is Intervoice, Inc. (the "Corporation")."

ARTICLE III

These Articles of Amendment to the Articles of Incorporation were adopted by the shareholders of the corporation on August 28, 2002:

ARTICLE IV

The number of shares of common stock, no par value per share ("Common Stock") of the Corporation outstanding, and the numbers of shares entitled to vote on the amendment, is 34,106,944.

ARTICLE V

The number of shares of Common Stock voted for such amendment was 30,696,678. The number of shares of Common Stock voted against such amendment was 103,058.

IN WITNESS WHEREOF, the corporation has executed these Articles of Amendment as of the 28th day of August, 2002.

INTERVOICE-BRITE, INC.

By: /s/ DEAN C. HOWELL

Dean C. Howell,
Executive Vice President and General
Counsel