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PRINTED NAME

LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 190195 80448A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : December 16, 1996

ORDER TIME : 2:48 PM

ORDER NO. : 190195-005

CUSTOMER NO: 80448A

CUSTOMER: Marshall H. Barkin, Esq
MARSHALL H. BARKIN, ESQ
PERSONAL ACCOUNT
Suite 710
149-p S. Ridgewood Avenue
Daytona Beach, FL 32114

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-12/17/96--01006--027
*****70.00 *****70.00

DOMESTIC FILING

NAME: INTERNATIONAL EDACS USER
GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS:

Dmc 12/17/96

FILED
96 DEC 16 AM 10:20
STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

INTERNATIONAL EDACS USER GROUP, INC.
(A Florida Not For Profit Corporation)

FILED

95 DEC 16 AM 10:20

SECRET
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the Corporation is:

INTERNATIONAL EDACS USER GROUP, INC.

ARTICLE II - INITIAL PRINCIPAL OFFICE

The initial principal office of the Corporation is:

4450 North US Hwy 1
Vero Beach, Florida 32967

The mailing address of the Corporation is:

4450 North US Hwy 1
Vero Beach, Florida 32967

ARTICLE III - PURPOSES

The primary purposes for the establishment of the Corporation shall be:

- a. To provide a forum to meet, discuss and exchange of information among members relative to the implementation, operation and maintenance of the Ericsson Enhanced Digital Access Communications System "EDACS".
- b. To provide a forum for the sharing and exchange of information with regard to hardware and software problems associated with the EDACS.
- c. To provide a unified means to request additions of features and enhancements to the existing EDACS systems.

- d. To provide a forum for the mutual cooperation between members of the Corporation and Ericsson (the manufacturer of the "EDACS") so as to provide an exchange of information on current and future product development and services.

ARTICLE IV - MEMBERS

The Corporation will be available for membership to any EDACS or GENET 900 owner/operator as more particularly defined and set forth in the By-Laws of the Corporation. The Corporation may establish classes of membership with different rights, voting or otherwise, with respect to members in the different categories, all of which as may be determined in the By-Laws of the Corporation.

ARTICLE V - EXECUTIVE COMMITTEE

1. Number. The management of the Corporation shall be vested in an Executive Committee (hereinafter referred to as "ExComm") which shall be comprised of not less than three (3) and no more than fifteen (15) persons as may be provided from time to time in the By-Laws of the Corporation.

2. Method of Selection. The method of selection or election of members of the ExComm and their terms of office shall be as set forth in the By-Laws of the Corporation.

3. Powers. The ExComm shall have full power and authority over the management and affairs of the Corporation except as may otherwise be provided in the By-Laws of the Corporation.

ARTICLE VI - AMENDMENTS

The By-Laws of the Corporation and these Articles of Incorporation may be amended by a two-thirds (2/3) vote of the ExComm members present and voting at any regular or special meeting provided that there is a quorum of at least a simple majority of the members of record of the Corporation present, in person and voting at any such meeting. Amendments may be proposed by the ExComm, or by petition signed by at least two (2) of the members of the Corporation. A statement of any proposed amendment shall accompany the notice at any regular or special meeting at which such amendment shall be voted upon and said notice shall be mailed not less than 20 days prior to such meeting.

ARTICLE VII - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent and initial registered office are:

Michael J. Mellon
112 Carswell Avenue
Holly Hill, FL 32117

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator is:

Michael J. Mellon
112 Carswell Avenue
Holly Hill, FL 32117

IN WITNESS WHEREOF, I have hereunto subscribed my name this
11 day of December, 1996.

Michael J. Mellon
Michael J. Mellon, Incorporator

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this
11 day of December, 1996, by Michael J. Mellon, who is
personally known to me, and who did not take an oath.

Mary Jane D. Maira
Signature of Notary
MARY JANE D. MAIRA
Printed Name of Notary

My commission expires:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED

95 DEC 16 AM 10:20

TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.02011, Florida Statutes, the undersigned not for profit 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:

INTERNATIONAL EDACS USER GROUP, INC.
(A Florida Not For Profit Corporation)

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

Michael J. Mellon
112 Carswell Avenue
Holly Hill, FL 32117

Michael J. Mellon
Michael J. Mellon, Incorporator

Date: 12/11/96

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

Michael J. Mellon
Michael J. Mellon

Date: 12/11/96