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JUL 11 1996 1:00 3:20 PM EMPIRE CORPORATE KIT 01/16

TO: DIVISION OF CORPORATIONS DEPARTMENT OF STATE STATE OF FLORIDA 409 EAST GAINES STREET TALLAHASSEE, FL 32399 FAX: (904) 922-4000 FROM: EMPIRE CORPORATE KIT COMPANY 1492 W FLAGLER BT SUITE 200 MIAMI FL 33135-34-0000 CONTACT: RAY STORMONT PHONE: (305) 541-3694 FAX: (305) 541-3770 DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A. NAME: USNEI CORPORATION

FAX AUDIT NUMBER: H96000009664 DATE REQUESTED: 07/11/1996 CERTIFIED COPIES: 1 NUMBER OF PAGES: 4 ESTIMATED CHARGE: \$122.50 CURRENT STATUS: REQUESTED TIME REQUESTED: 18:20:15 CERTIFICATE OF STATUS: 0 METHOD OF DELIVERY: FAX ACCOUNT NUMBER: 072450003255

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TALLAHASSEE, FLORIDA

(4)

ARTICLES OF INCORPORATION

OF

USNet Corporation

THE UNDERSIGNED, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. **Name.** The name of this corporation is USNet Corporation.

2. **Duration.** The period of its duration is perpetual.

3. **Purpose.** The purpose of this corporation is to contract for and provide long distance telecommunication services and to engage in any other activity or business permitted under the laws of the United States and Florida.

4. **Capital Stock.** The corporation is authorized to issue 10,000 shares, all of one class, at \$5.00 per value.

5. **Initial Registered and Agent.** The name and address of the initial registered agent of this corporation is:

José R. Travieso, Jr.
220 Miracle Mile, Ste. 206
Coral Gables, Florida 33134

6. **Initial Board of Directors.** This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by an amendment to the bylaws of the corporation in the manner provided by law, but shall never be less than one.

7. **Initial Officers and Directors.** The names and addresses of the persons who shall serve as officers and director until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, as well as the principal place of business, are as follows:

José R. Travieso, Jr., Pres./Dir.
220 Miracle Mile, Ste. 206
Coral Gables, Florida 33134

Yvette G. Murphy, Esq.
1099 Ponce de Leon Blvd.
Coral Gables, Florida 33134
(305) 442-1992
FBN 205176

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8. Amendment of Articles. This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator and Registered Agent has executed these Articles of Incorporation this 11 day of July, 1996.

Jose R. Travieso, Jr.
Jose R. Travieso, Jr., Incorporator

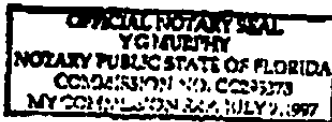
STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared José R. Travieso, Jr., to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 11th day of July, 1996.

[Signature]
NOTARY PUBLIC, State of Florida
at Large

My commission expires:



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

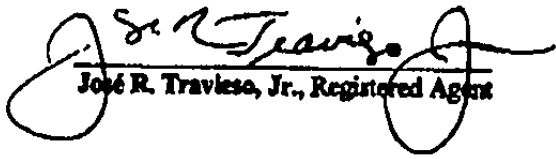
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In pursuant of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: That USNet Corporation desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Miami, County of Dade, State of Florida, has named José R. Travieso, Jr., located at 220 Miracle Mile, Ste. 206, Coral Gables, Florida 33134, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


José R. Travieso, Jr., Registered Agent

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TALLAHASSEE, FLORIDA

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