

96000086645

CAPITAL CONNECTION, INC.
 417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

RE: U.S. Telecom Communications Corp.

NAME _____
 FIRM _____
 ADDRESS _____
 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

- | | C.C. FEE. | DISBURSED |
|--|-----------|-----------|
| <input checked="" type="checkbox"/> Capital Express™ | | |
| <input type="checkbox"/> Art. of Inc. File | | |
| <input type="checkbox"/> Corp. Record Search | | |
| <input type="checkbox"/> Ltd. Partnership File | | |
| <input checked="" type="checkbox"/> Foreign Corp. File | | |
| <input type="checkbox"/> () Cert. Copy(s) | | |
| <input type="checkbox"/> Art. of Amend. File | | |
| <input type="checkbox"/> Dissolution/Withdrawal | | |
| <input type="checkbox"/> C U S. | | |
| <input type="checkbox"/> Fictitious Name File | | |
| <input type="checkbox"/> Name Reservation | | |
| <input type="checkbox"/> Annual Report/Reinstatement | | |
| <input type="checkbox"/> Reg. Agent Service | | |
| <input type="checkbox"/> Document Filing | | |
| <input type="checkbox"/> Corporate KII | | |
| <input type="checkbox"/> Vehicle Search | | |
| <input type="checkbox"/> Driving Record | | |
| <input type="checkbox"/> Document Retrieval | | |
| <input type="checkbox"/> UCC 1 or 3 File | | |
| <input type="checkbox"/> UCC 11 Search | | |
| <input type="checkbox"/> UCC 11 Retrieval | | |
| <input type="checkbox"/> File No.'s. _____ Copies | | |
| <input type="checkbox"/> Courier Service | | |
| <input type="checkbox"/> Shipping/Handling | | |
| <input type="checkbox"/> Phone () _____ | | |
| <input type="checkbox"/> Top Priority | | |
| <input type="checkbox"/> Express Mail Prep. | | |
| <input type="checkbox"/> FAX () _____ pgs. | | |

300001901200
 10/21/96 01041 085
 ***122.50 ***122.50

96 OCT 21 PM 1:30
 FILED
 TALLAHASSEE, FLORIDA

96 OCT 21 AM 10:49
 RECEIVED
 DIVISION OF CORPORATIONS

96 OCT 21 AM 10:53
 RECEIVED
 DIVISION OF CORPORATIONS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days. 18% per Annum

THANK YOU
 from
 Your Capital Connection

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

ME _____ CK No. _____

LK-IN 10/21 12:00
 Pick Up

AB 10/21

ARTICLES OF INCORPORATION
OF
U.S. 1 COMMUNICATIONS CORP.

FILED
96 OCT 21 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of this Corporation is: U.S. 1 COMMUNICATIONS CORP.

ARTICLE II: PRINCIPAL OFFICE

The street address of the initial principal office is:

4675 S.W. 74th Street
Miami, Florida 33143

The mailing address of this Corporation is:

4675 S.W. 74th Street
Miami, Florida 33143

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is one thousand (1,000) shares having a par value of one (\$1.00) dollar per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and street address of the initial registered agent of the Corporation is:

Harold L. Lewis, Esq.
Haber, Lewis & Pathman, P.A.
Suite 3660, One Biscayne Tower
Two South Biscayne Boulevard
Miami, Florida 33131

ARTICLE V - PERMITTED ACTIVITIES

The Corporation is authorized to engage in the business of advertising and all other activities and businesses permitted under the laws of the State of Florida.

ARTICLE VI: INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

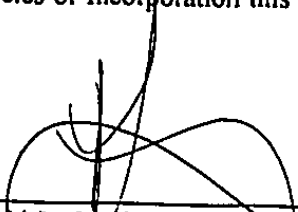
Harold L. Lewis, Esq.
Haber, Lewis & Pathman, P.A.
Suite 3660, One Biscayne Tower
Two South Biscayne Boulevard
Miami, Florida 33131

ARTICLE VII: GENERAL PROVISIONS

(a) A director of the Corporation may transact business, borrow, lend or otherwise deal or contract with the Corporation to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States.

(b) The Corporation shall indemnify each director and officer of the Corporation against all or any portion of any expenses reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer or director of the Corporation (whether or not he continues to be an officer or director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States. This provision shall be in addition to any other rights to which those indemnified may be entitled under any By-Laws, agreements, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and is to continue as to any person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

The undersigned has executed these Articles of Incorporation this 18th day of October, 1996.



Harold L. Lewis, Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

FILED
96 OCT 21 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, the Corporation mentioned below, 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 U.S. 1 COMMUNICATIONS CORP.
2. The name and address of the registered agent and office is Harold L. Lewis, Suite 3660, One Biscayne Tower, Two South Biscayne Boulevard, Miami, Florida 33131.

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.

Harold L. Lewis

Dated: October 18, 1996