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98 MAR 16 AM 11:31

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SECRETARY OF STATE
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March 12, 1998

Florida Department of State
Division of Corporations
Qualification/Registration Section
P.O. Box 6327
Tallahassee, Florida 32314

000002458100--1
-03/16/98-01070-008
****122.50****122.50

RE: Articles of Incorporation of ACD Telecom, Inc.
Our File No. 2468-1

Dear Sir or Madam:

Enclosed for filing are an original and one copy of the executed Articles of Incorporation of ACD Telecom, Inc. (the "Corporation"), together with a check in the amount of \$122.50 payable to the Florida Department of State to cover filing fees, the designation of the Corporation's registered agent, and a certified copy of the Corporation's Articles of Incorporation.

Please file the enclosed Articles, and return to me a certified copy thereof. If you have any questions, please contact me at the above address or phone number.

Thank you for your attention to this matter.

Very truly yours,



Gary A. Forster

GAF/mrw
Enclosures

P. Hall
MAR 17 1998

**ARTICLES OF INCORPORATION
OF
ACD TELECOM, INC.**

FILED
98 MAR 16 AM 11:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as sole incorporator of **ACD TELECOM, INC.** under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I
NAME

The name of the corporation is **ACD TELECOM, INC.**

ARTICLE II
SHARES

The number of shares which the corporation shall have authority to issue is Ten Thousand (10,000), consisting of a single class of common stock, one cent (\$.01) par value per share.

ARTICLE III
PRINCIPAL OFFICE

The address of the Principal Office of the corporation is 785 Glenwood Drive, Lake Mary, Florida 32746. The location of the Principal Office shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

ARTICLE IV
MAILING ADDRESS

The mailing address of the corporation is 785 Glenwood Drive, Lake Mary, Florida 32746.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The address of the initial Registered Office of the corporation is 785 Glenwood Drive, Lake Mary, Florida 32746. The Registered Agent at such address is Marisabel Shahnami.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the corporation is two (2). The number of Directors may be increased or decreased from time to time, but in no event shall the number of Directors be less than one (1). The names and addresses of the persons who are to serve as initial Directors until the first annual meeting of the shareholders of the corporation or until successor Directors are elected and shall qualify are as follows:

Alireza Shahnami

785 Glenwood Drive
Lake Mary, Florida 32746

Marisabel Shahnami

785 Glenwood Drive
Lake Mary, Florida 32746

ARTICLE VII
INCORPORATOR

The name and address of the sole incorporator of the corporation is Marisabel Shahnami, 785 Glenwood Drive, Lake Mary, Florida 32746.

IN WITNESS WHEREOF, these Articles have been signed by the undersigned incorporator this 12th day of March, 1998.



Marisabel Shahnami, Incorporator

**ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT**

FILED
98 MAR 16 AM 11:31

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article V of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the corporation.

DATED this 12th day of March, 1998.



Marisabel Shahnami, Registered Agent