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CHRIS A. ECONOMOU
ATTORNEY AT LAW

150 NORTH FEDERAL HIGHWAY, SUITE 210
FORT LAUDERDALE, FLORIDA 33301
(954) 524-0300 • FAX (954) 522-4659

May 7, 1998

Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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Attention: Carolyn Batten

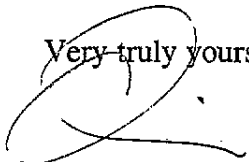
Re: One Tele Plus, Inc./ OneTel Plus, Inc.

Dear Carolyn:

Enclosed please find an original and copy of Articles of Incorporation and Certificate Designating Registered Agent for each of the above named corporations. Our objective is to file and incorporate one entity, with preference first to One Tele Plus, Inc., and then to OneTel Plus, Inc., subject to name availability. Please file the originals for the one proper entity and return a copy stamped "filed" with filing date to me. You are holding the \$70.00 filing fee from my previous attempt to incorporate; please apply those funds toward this filing fee.

If you have any questions, please let me know. Thank you very much for your help in this matter.

Very truly yours,



Chris A. Economou

CAE/rp
Enclosures

FILED
98 MAY 11 AM 10:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

cb
5/11/98

ARTICLES OF INCORPORATION

OF

ONE TELEPLUS, INC.

The undersigned Incorporator files these Articles of Incorporation in order to form a corporation under the Florida General Corporation Act.

ARTICLE I

NAME

The name of the corporation is One TelePlus, Inc.

ARTICLE II

DURATION OF THE CORPORATION

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE III

CORPORATE PURPOSE

The corporation is being organized for the transaction of any and all lawful business permitted under the Florida General Corporation Act and the laws of the United States.

ARTICLE IV

CAPITAL STRUCTURE

Number. The aggregate number of shares that the corporation shall have the authority to issue is SEVEN THOUSAND FIVE HUNDRED (7,500) shares of common stock with a par value of ONE (\$1.00) DOLLAR per share.

Initial Use. One hundred (100) shares of common stock of the corporation shall be issued for cash at a par value of ONE (\$1.00) DOLLAR per share.

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Stated Capital. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at a particular time.

Dividends. The holders of the outstanding common shares shall be entitled to receive, when and as declared by the Board of Directors, dividends either in cash or in property, including shares of the capital stock of a corporation.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation in Florida shall be 881 S.W. 55th Terrace, Margate, Florida 33068. The mailing address is 881 S.W. 55th Terrace, Margate, Florida 33068. The name of the initial registered agent of the corporation at the registered office shall be Anthony J. Genova.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) member, who need not be a resident of the State of Florida or shareholder of the corporation.

The name and address of the person who shall serve as the member of the initial Board of Directors is as follows:

Anthony J. Genova
881 S.W. 55th Terrace
Margate, Florida 33068

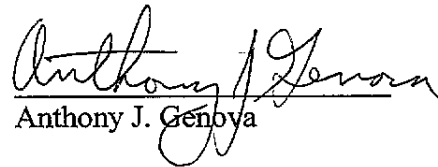
ARTICLE VII

INCORPORATOR

The name and address of the initial incorporator of this corporation is:

Anthony J. Genova
881 S.W. 55th Terrace
Margate, Florida 33068

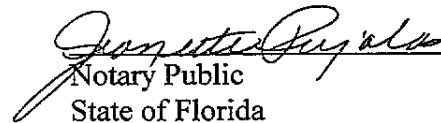
IN WITNESS WHEREOF, the undersigned has made and subscribed of these Articles of
Incorporation on the 7th day of May, 1998.


Anthony J. Genova

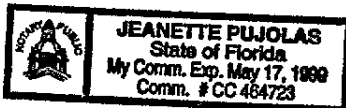
STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared Anthony J. Genova, to me well known or who produced a valid Florida drivers license and who subscribed the above Articles of Incorporation, and he has freely and voluntarily acknowledged before me according to the law that he made and subscribed the same of the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid this 7th day of May, 1998.


Notary Public
State of Florida

My commission expires:



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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST--THAT ONE TELEPLUS, INC., DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA AS A FOR-PROFIT CORPORATION,
WITH ITS PRINCIPAL PLACE OF BUSINESS IN BROWARD COUNTY, STATE OF FLORIDA,
HAS NAMED ANTHONY J. GENOVA AT 881 S.W. 55TH TERRACE, MARGATE, FLORIDA
33068 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Anthony J. Genova
ANTHONY J. GENOVA, PRESIDENT

DATE: 5/7/98

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED FOR-PROFIT CORPORATION AT THE PLACE DESIGNATED IN THE
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE
TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

Anthony J. Genova
Anthony J. Genova

DATE: 5/7/98