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BOOSE CASEY CIKLIN LUBITZ MARTENS MCBANE & O'CONNELL
A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

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JOHN L. REMSEN
OF COUNSEL

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P980000046884

May 19, 1998

Via Federal Express

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

000002531480--8
-05/21/98--01050--018
*****70.00 *****70.00

Re: Access South, Inc.

Dear Sir:

Enclosed please find an original and one copy of the Articles of Incorporation with reference to the above-captioned matter.

Also enclosed please find our check in the amount of \$70.00 which covers the following:

Filing Fee	\$35.00
Registered Agent Fee	<u>35.00</u>
	\$ 70.00

Kindly file same and return the copy to me marked "filed."

Thank you for your cooperation in this matter.

Very truly yours,

John L. Remsen
JOHN L. REMSEN

FILED
98 MAY 21 PM 4:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA

John L. Remsen
5/21/98

JLR/SLP
Enclosures

ARTICLES OF INCORPORATION

OF

ACCESS SOUTH, INC.

FILED
98 MAY 21 PM 4:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber and incorporator, for the purposes of forming a corporation for profit under Chapter 607 of the laws of the State of Florida, hereby subscribes to, acknowledges and files the following Articles of Incorporation.

ARTICLE I

Name and Address

The name and address of the proposed corporation shall be Access South, Inc., located at 515 North Flagler Drive, Suite 1800, West Palm Beach, Florida 33401.

ARTICLE II

Duration

This corporation shall commence existence on the date of the execution and acknowledgment of these Articles if permitted by law; if not, then on the date of filing. This corporation shall exist perpetually thereafter, unless sooner dissolved according to law.

ARTICLE III

Purpose

This corporation is formed for the following purposes and shall have the following powers:

1. To engage in the business of long distance telecommunications, to hold and operate a statewide access power franchise for the purpose of selling traditional long distance and international telephony.

2. To do everything necessary, proper, or convenient for the accomplishment of the purposes set forth herein, and to do every other act incidental thereto which is not forbidden under the laws of the United States of America, the State of Florida, or by the provisions of these Articles of Incorporation.

ARTICLE IV

Capital Stock

This corporation is authorized to issue Eight Million (8,000,000) shares of \$0.0001 par value capital stock, which shall be designated as "common shares". The entire voting power for the election of directors and for all other purposes shall be in the holders of outstanding common shares.

All the shares of such common stock shall be paid for in cash, or property, real or personal, tangible, intangible, or the lease thereof, or in labor or services in lieu of cash or property, at a just valuation to be fixed by the Board of Directors of this corporation unless otherwise forbidden by the laws of the State of Florida. The payment thereof does not have to be at the time of issuance, provided such shares are subject to calls thereon by the corporation until such time as the whole consideration therefore shall have been paid.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 515 North Flagler Drive, Suite 1800, West Palm Beach, Florida 33401.

The name of the initial registered agent of this corporation at that address is John L. Remsen, Esquire.

ARTICLE VI

Initial Board of Directors

This corporation shall have at least one director. The number of directors may be either increased or diminished from time to time by amendment to the Bylaws adopted by the stockholders. The name and address of the initial directors of this corporation, who, unless otherwise provided by the Articles of Incorporation or Bylaws, shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are:

Larry Hunt	1793 1L Kings Point Drive Cornelius, NC 28031
Ron Crowe	5211 Rothsay Court Mississauga, Ontario Canada L5M4Y3
Richard Quinney	34 Hamilton Crescent Georgetown, Ontario Canada L4L5R8.

At any time after incorporation, the stockholders may, by a majority vote, determine that the corporation be managed by the stockholders.

ARTICLE VII

Subscribers/Incorporator

The name and address of the person signing these Articles as subscriber/incorporator is :

Larry Hunt

1793 1L Kings Point Drive
Cornelius, NC 28031.

ARTICLE VIII

Bylaws

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida and the United States of America, the Board of Directors is expressly authorized to frame and adopt any such Bylaws for the corporation as are not inconsistent with the laws of the State of Florida or the United States of America or these Articles of Incorporation. With the exception of fixing the number of directors of the corporation, the Board of Directors is expressly authorized, without the assent of the stockholders, to add to, delete from or otherwise amend the Bylaws of the corporation.

ARTICLE IX

Indemnification and Limitation of Liability

The corporation shall indemnify any officer or director, or any former officer or director of the corporation, to the full extent permitted by law. The private property of the stockholders shall not, unless otherwise provided by law, be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of its stockholders and upon dividends due them for any indebtedness of such stockholders to the corporation.

ARTICLE X

Working Capital

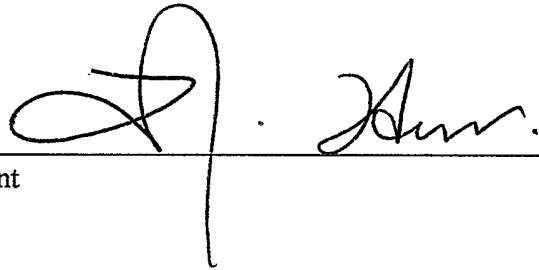
The Board of Directors shall have the authority to fix any amount which in its discretion need be reserved as working capital of the corporation.

ARTICLE XI

Amendment

The corporation reserves the right to amend, add to, or repeal a provision contained in these Articles of Incorporation in the manner consistent with law and in conformity with the provisions set forth in the Bylaws.

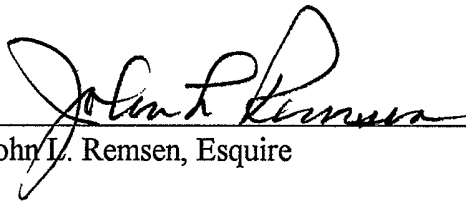
IN WITNESS WHEREOF, the undersigned, being the original incorporator and subscriber to the capital stock hereinbefore named, for the purpose of forming a corporation for profit to do business both within and without the State of Florida, under the laws of the State of Florida, makes and files these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true this 21 day of May, 1998.



Larry Hunt

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.



John L. Remsen, Esquire

FILED
98 MAY 21 PM 4: 09
SECRETARY OF STATE
TALLAHASSEE FLORIDA