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WILLIAM F. MURPHY III
WILL MURPHY

JORN J. O'BRIEN
OF COUNSEL

July 2, 1998

BRANCH OFFICE:
3135 S.W. THIRD AVENUE
MIAMI, FL 33129
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FLORIDA DEPARTMENT OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

300002580713--9
-07/06/98-01101--003
*****70.00 *****70.00

Re: ADEPTEL, INC.

EFFECTIVE DATE
7-2-98

To Whom It May Concern:

Enclosed please find the Articles of Incorporation of Adeptel, Inc., along with our check in the amount of \$70.00 for the following:

1. Profit corporation filing fee	\$35.00
2. Registered agent designation	<u>35.00</u>
TOTAL:	\$70.00

If you have any questions as to the above, please don't hesitate to contact our office.

Very truly yours,

William F. Murphy

WFM/lcb

Enclosure

sierra\adeptel\secretar.1tr

98 JUL -6 AM10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

B. BROCK - AUG 1 A 1998

ARTICLES OF INCORPORATION

OF

ADEPTEL, INC.

98 JUL -6 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

ARTICLE ONE
NAME

EXPIRATION DATE
7-2-98

The name of this corporation is ADEPTEL, INC. with its principal place of business at 238 N. Westmonte Dr., Suite 107, Altamonte Springs, FL 32714.

ARTICLE TWO
DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE
PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Laws of the STATE OF FLORIDA.

ARTICLE FOUR
CAPITAL STOCK

The maximum number of shares which the corporation has authority to issue is 1,000, all of which shall be common shares with a \$1.00 par value.

ARTICLE FIVE
REGISTERED OFFICE

The street address of the initial registered office of the corporation shall be 4770 Biscayne Blvd., Suite 960, Miami, FL 33137 and the name of the initial registered agent at such address is William F. Murphy.

ARTICLE SIX
PRE-EMPTIVE RIGHTS

The shareholders shall have Pre-Emptive Rights.

ARTICLE SEVEN
DIRECTORS

7.01 The Board of Directors of the corporation shall consist of not less than two Directors.

7.02 The name and addresses of the initial Directors of the Board:

<u>NAME</u>	<u>ADDRESS</u>
Juan Sierra	1996 Alaquia Dr. Longwood, FL 32779
Eugenie C. Sierra	1996 Alaquia Dr. Longwood, FL 32779

ARTICLE EIGHT
INCORPORATOR

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
William F. Murphy	4770 Biscayne Blvd., Suite 960 Miami, Florida 33137

ARTICLE NINE
DATE CORPORATE EXISTED COMMENCES

The date when the corporate existence of this corporation shall begin shall be July 2, 1998.

ARTICLE TEN
BY LAWS

The power to adopt, altered, amended or appealed by law shall be vested in and is hereby reserved to the shareholders. By laws shall be adopted, altered, amended or appealed as provided therein.

IN WITNESS WHEREOF, I have subscribed my name this 30th day of June, 1998.

I hereby accept my designation as registered agent.


William F. Murphy, Incorporator
REGISTERED AGENT

STATE OF FLORIDA: : SS
COUNTY OF DADE : :

On this 2nd day of July, 1998, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared WILLIAM F. MURPHY, known to me to be the person whose name is subscribed, to the within instrument, and acknowledged that she executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand official seal.


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

MY COMMISSION EXPIRES:



CHERI DAWN HAWLEY
My Commission CG408283
Expires Sep. 06, 1998
Bonded by HAI
800-422-9855

98 JUL -6 AM10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED