P980000 71894

A NON PARTNERSHIP ASSOCIATION

4770 BISCAYNE BOULEVARD, SUITE 960
MIAMI, FLORIDA 33137

TELEPHONE (305) 571-5008 ... TELEFAX (305) 571-9888

WILLIAM F. MURPHY III
WILL MURPHY
JOHN J. O'BRIEN
OF COUNSEL

July 2, 1998

BRANCH OFFICE: 3135 S.W. THIRD AVENUE MIAMI, FL 33129 TELEPHONE (305) 854-6732 TELEFAX (305) 854-4520

FLORIDA DEPARTMENT OF STATE Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

Re: ADEPTEL, INC.

13.98

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

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

35.00

TOTAL:

\$70.00

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

Very truly yours

Jilliam E Museeba

WFM/lcb

Enclosure

sierra\adeptel\secretar.ltr

98 JUL-6 AMIO: 48
SECRETARY OF STATE
ALLAHASSFF. FI ORIDA

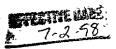
ARTICLES OF INCORPORATION

OF

ADEPTEL, INC.

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

ARTICLE ONE NAME



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:

NAME	ADDRESS	
Juan Sierra	 1996 Alaqua Longwood, FI	

Eugenie C. Sierra 1996 Alaqua Dr. Longwood, FL 32779

ARTICLE EIGHT INCORPORATOR

The name and address of the incorporator is:

NAME ADDRESS

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 Zwday of _______, 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:

* De su Orie

CHERI DAWN HAWLEY My Commission CC405283 Expires Bep. 05, 1998 Bonded by HAI 900-422-1555 98 JUL -6 AMIO: 48
SECRETARY OF STATE
TALL AHASSEF, FI ORIDA