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Florida Department of State
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To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

telemost, inc.

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| Certificate of Status | 0 |
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| Estimated Charge | \$70.00 |

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ARTICLE IV. SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the right of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the corporation.

ARTICLE V. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation shall be 4847 S.W. 34 Avenue, Ft. Lauderdale, Florida 33312, and the name of the initial registered agent of the Corporation at that address is ARI YAGUDAYEV.

ARTICLE VI. TERMS OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VII. OFFICERS AND DIRECTORS

This Corporation shall have two [2] directors. The name and street address of the initial directors who shall hold office for the first year of the Corporation, or until his successor is elected or appointed is:

ARI YAGUDAYEV
Director/President

4847 S.W. 34 Avenue
Ft. Lauderdale, FL 33312

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SVETLANA ABRAMOVA
Director/Vice-President

4847 S.W. 34 Avenue
FL.Lauderdale, FL 33312

ARTICLE VIII. BY-LAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation.

ARTICLE IX. EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE X. AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

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ARTICLE XI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Irina Nemtsev, Esq.

20801 Biscayne Boulevard
Suite 505
Aventura, FL 33180

IN WITNESS WHEREOF, the undersigned subscribing incorporator has hereunto set her hand and seal on this 1st day of November, 1999.



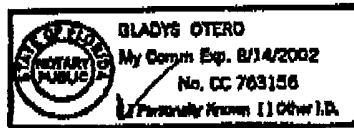
Irina Nemtsev, Esq.
Incorporator

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

The foregoing Articles of Incorporation of TELEMOST, INC. was acknowledged before me this 1st day of November, 1999, by Irina Nemtsev, Esq. who is personally known to me.



NOTARY PUBLIC
My Commission Expires:



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ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



ARI YAGUDAYEV

Date: November 1, 1999

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TALLAHASSEE, FLORIDA

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