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OF COUNSEL

RICHARD I. MANAS
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KAREN M. VAUGHAN

P97000031636
March 18, 1997

Secretary of State
Corporations Division
409 East Grimes Street
Tallahassee, Florida 32399

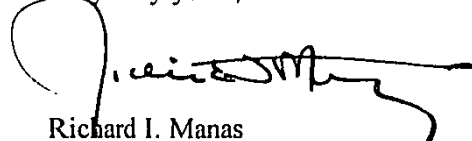
RE: Global Telecommunications Consultants, Inc.

Greetings:

Please find enclosed herein an original and copy of the Articles of Incorporation for Global Telecommunications Consultants, Inc. to be duly filed with your office.

I have enclosed a check in the amount of \$122.50 to cover the filing fees and a certified copy of the Articles. It would be greatly appreciated if you could return our copies by Federal Express using the airway bill provided herewith.

Very truly yours,


Richard I. Manas

RIM:mja
Enclosures

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 3, 1997

RICHARD I. MANAS, ESQ.
711 NAVARRO
SUITE 600
SAN ANTONIO, TX 78205

SUBJECT: GLOBAL TELECOMMUNICATIONS CONSULTANTS, INC.
Ref. Number: W97000007727

We have received your document for GLOBAL TELECOMMUNICATIONS CONSULTANTS, INC. and your check(s) totaling \$122.50. However, the document has not been filed and is being retained in this office for the following:

Please sign and return your check, along with a copy of this letter to ensure your check is properly credited.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 897A00016741

ARTICLES OF INCORPORATION

OF

GLOBAL TELECOMMUNICATIONS CONSULTANTS, INC.

I, the undersigned, for the purposes of forming a corporation for profit pursuant to the laws of the State of Florida, do hereby make, subscribe, acknowledge and file the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be:

GLOBAL TELECOMMUNICATIONS CONSULTANTS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR - 8 PM 12:40

ARTICLE II

TERM OF EXISTENCE

This Corporation shall exist perpetually or until dissolved by due process of law. The Corporation shall commence its existence as of April 10, 1997.

ARTICLE III

PURPOSE

This corporation is organized for the general purpose of transacting any or all lawful business permitted under the laws of the United States, the State of Florida, and such foreign countries as it may engage in business activities.

ARTICLE IV

PRINCIPAL OFFICE OR MAILING ADDRESS

The initial principal office of the Corporation, or the mailing address of the Corporation shall be:

4570 N.W. 18th Avenue
Pompano Beach, Florida 33064

ARTICLE V

CAPITAL STOCK

This Corporation is authorized to issue par value common stock as described below, and none other:

Maximum Number of Shares	10,000
Par Value Per Share	\$1.00

The authorized shares of par value common stock may be issued only for a consideration having a value, in the judgment of the Board of Directors, equivalent at least to the full par value of the stock so to be issued. Such consideration may be in the form of cash, real property, tangible personal property, labor or services rendered, other than future services, or any combination of the foregoing.

Each share of common stock of this Corporation shall entitle the holder of record thereof to one vote upon each proposal presented at lawful meetings of the Stockholders. No holder of common stock of this Corporation shall be entitled to any right of cumulative voting.

ARTICLE VI

PREEMPTIVE RIGHTS

The Corporation may provide for preemptive rights of Stockholders pursuant to provisions of its By-Laws, but no preemptive rights shall exist unless specifically approved for inclusion in the By-Laws.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be:

4570 N.W. 18th Avenue
Pompano Beach, Florida 33064

The name and address of each incorporator is as follows:

Martha Brown
4570 N.W. 18th Avenue
Pompano Beach, Florida 33064

ARTICLE IX

INITIAL BOARD OF DIRECTORS

The business of this Corporation shall be conducted by a Board of Directors of not less than one (1), nor more than fifteen (15) persons. They shall hold office until their successors are elected or appointed and have qualified, unless otherwise provided by the By-Laws.

The initial Board of Directors shall consist of one (1) member whose name and address is

as follows:

Kenneth Brown
4570 N.W. 18th Avenue
Pompano Beach, Florida 33065

ARTICLE X

MISCELLANEOUS

A. The initial officers of the Corporation and their addresses shall be as follows:

President: Kenneth Brown
4570 N.W. 18th Avenue
Pompano Beach, Florida 33064

Secretary: Martha Brown
4570 N.W. 18th Avenue
Pompano Beach, Florida 33064

B. Upon election of the Board of Directors by the Stockholders, such Board shall manage the business and affairs of the Corporation.

C. The initial By-Laws of this Corporation shall be adopted by the Board of Directors. The By-Laws may be amended from time to time by either the Stockholders or the Directors. The Stockholders may amend, alter, or repeal any By-Laws adopted by the Directors. The Directors may not alter, amend or repeal any By-Law adopted by the Stockholders, nor may the Directors adopt By-Laws which would be in conflict with the By-Laws adopted by the Stockholders.

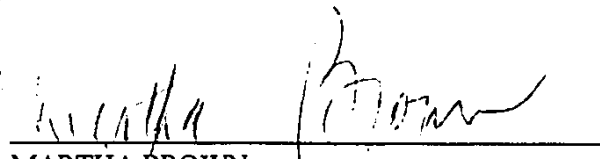
D. The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in a manner now or hereafter prescribed by law; and all rights conferred upon Stockholders herein are granted subject to that reservation.

E. Any Incorporator or Stockholder present at any meeting, either in person or by proxy, and any Directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

F. The Corporation shall indemnify all Officers and Directors of the Corporation to the fullest extent permitted by law.

G. No contract or other transaction between this Corporation and any other Corporation shall be effected or invalidated by the fact that any one or more of the Directors of this Corporation is or are interested in, or is a Director or Officer, or any Directors, of Officers of, such other Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 1 day of April, 1997.


MARTHA BROWN

STATE OF _____ §

COUNTY OF _____ §


EXECUTION OF the foregoing instrument was acknowledged before me this _____ day of _____, 1997, by MARTHA BROWN, who is personally known to me or who has produced sufficient evidence of identification (described below) and who did take an oath.

Description of identification produced: _____

FRANCES MAGINN
NOTARY PUBLIC, State of New York
No. 4880748
Qualified in: Suffolk County
Term Expires: 4-27-97


Notary Public, State of New York
My Commission Expires: 4-27-97

The undersigned hereby accepts designation as Registered Agent of the Corporation.


MARTHA BROWN

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR -8 PM 12:40