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Florida Incorporators, Inc.

Mark S. Hankins
President
1221 Brickell Avenue, Suite 900
Miami, Florida 33131

December 29, 1999

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-12/30/99--01056--005
*****78.75 *****78.75

RE: AFX Communications, Inc.

Dear Corporate Specialist:

Enclosed is an original and one (1) copy of the Articles of Incorporation for the above-referenced corporation, and funds of \$78.75 representing the filing fee for same. Please return the articles to:

Putnam C. Smith, Esq.
Lipscomb, Johnson, et al
112 N. Main St.
Cumming, GA 30040

Please do not hesitate to contact the undersigned if there are any questions or concerns.

Sincerely,

Mark Hankins
President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
AFX COMMUNICATIONS, INC.**

I.

The name of the Corporation is:

AFX COMMUNICATIONS, INC.

II.

The street address of the initial principal office and the mailing address of the Corporation is:

6625 Highway 53 East
Suite 410-125
Dawsonville, Georgia 30534

III.

The Corporation shall have authority to issue 1,000,000 shares of stock, all of which shall be designated as "Common Stock" and which shall have a par value of \$0.01 per share. All such shares of Common Stock shall together have unlimited voting rights and shall together be entitled to receive all of the net assets of the Corporation upon liquidation or dissolution.

IV.

The street address of the Corporation's initial registered office is 1221 Brickell Avenue, Suite 900, Miami, Florida 33131, and the name of its initial registered agent at that office is Florida Incorporators, Inc.

V.

The name and address of the incorporator is:

Putnam C. Smith
112 North Main Street
Cumming, Georgia 30040

VI.

The number of directors constituting the initial board of directors of the Corporation shall consist of one (1) member. The name and address of the person who shall serve as the sole member of the initial Board of Directors of the Corporation, who shall serve as such until the first annual meeting of its shareholders and until his successor in office is duly elected and qualified, is:

David J. Pelligrinelli
6625 Highway 53 East
Suite 410-125
Dawsonville, Georgia 30534

VII.

Any action required or permitted by the Florida Business Corporation Act (the "Act") or by the Articles of Incorporation or Bylaws of the Corporation to be taken at an annual or special meeting of the shareholders of the Corporation may be taken without a meeting, without prior notice, and without a vote, if the action is taken by the holders of outstanding stock of each voting group entitled to vote thereon having not less than the minimum number of votes with respect to each voting group that would be necessary to authorize or take such action at a meeting at which all voting groups and shares entitled to vote thereon were present and voted. In order to be effective the action must be evidenced by one or more written consents describing the action taken, dated and signed by approving shareholders having the requisite number of votes of each voting group entitled to vote thereon, and delivered to the Corporation by delivery to its principal office in the State of Florida, its principal place of business, the corporate secretary, or another officer or agent of the Corporation having custody of the book in which proceedings of meetings of shareholders are recorded. No written consent shall be effective to take the corporate

action referred to therein unless, within 60 days of the date of the earliest dated consent delivered in the manner required by this Article, written consents signed by the number of holders required to take action are delivered to the Corporation by delivery as set forth in this Article, and the consenting shareholders have been furnished the same material that would have been required to be sent to shareholders in a notice of a meeting at which the proposed action would have been submitted to the shareholders, or unless the consent includes an express waiver of the right to receive the material. Notice of such action without a meeting by less than unanimous written consent shall be given within ten (10) days of the taking of such action to those shareholders of record on the date when the written consent is first executed and whose shares were not represented on the written consent. The notice shall fairly summarize the material features of the authorized action and, if the action be such for which dissenters' rights are provided under the Act, the notice shall contain a clear statement of the right of shareholders dissenting therefrom to be paid the fair value of their shares upon compliance with further provisions of the Act regarding the rights of dissenting shareholders.

VIII.

These Articles of Incorporation shall be effective as of December 30, 1999.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation.




Putnam C. Smith,
Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the

proper and complete performance of its duties, and the undersigned is familiar with and accept the obligations of its position as registered agent.

FLORIDA INCORPORATORS, INC.

By: 
Mark Hankins,
President

Date: 12/29/99

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