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Department of State.

DIVISION OF Corporations

409 E. Gaines Street

Tallahassee Florida - 32399.

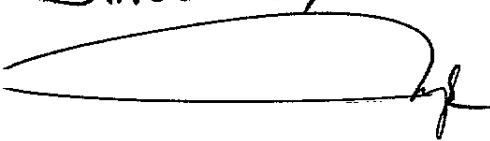
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00 FEB -4 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sirs:

Please find enclosed the Airwaybill for Fedex
And a check for the fees, to have the certificate
Return "NEXT Bussiness Day".-

Thank you in Advanced for your cooperation:

Sincerely.



Jorge De Vita.

(305) 484-4158.

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-02/04/00-01079-005
*****78.75 *****78.75

Mr's Jorge De Vita Phone 305 484-4158
Party Interphone Int'l.
Address 1602-A Washington Ave
Minn. Brook State R ZIP 33135
1420

ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Interphone International Corp.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1602-A Washington Ave
MIAMI BEACH - FL - 33139
305-484-4158

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

500 (five hundred).

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Jose Alberto Gherzi
66 NW 107 STREET
MIAMI SHORES - FL - 33168

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

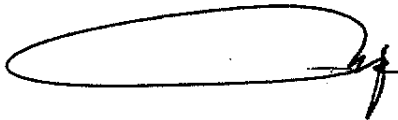
<u>PASLO J. ALVAREZ</u>	<u>112 NE 88ST</u>	<u>MIAMI - FL - 33138</u>
<u>MIGUEL ANGEL GAEBOCCHI</u>	<u>8740 NE 2ND AVE</u>	<u>MIAMI - FL - 33138</u>
<u>ROBERTO R. GAILARRO</u>	<u>8740 NE 2ND AVE</u>	<u>MIAMI - FL - 33138</u>
<u>JORGE A. DE VITA</u>	<u>66 NW 107 STREET</u>	<u>MIAMI SHORES - FL - 33168</u>

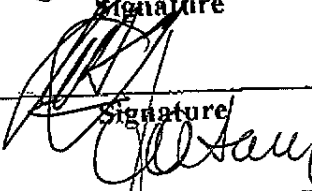
ARTICLE VI DIRECTOR(S)

The name(s) and street address(es) of the director(s) to these Articles of Incorporation is (are):

JOSE ALBERTO GHERZI 66 NW 107 STREET MIAMI SHORES - FL - 33168

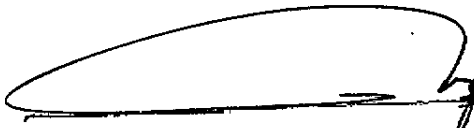
The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 4TH day of FEBRUARY, 2000


Signature

Signature

Signature

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATED TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT


REGISTERED AGENT
JORGE A. DE VITA
66 NW 107 ST
MIAMI SHORES - FL - 33168